

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a registered Shareholder of **Cheviot Company Limited** (the “Company” or “CCL”) as on the **Record Date** in accordance with the provisions of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or the Manager to the Buy-Back (**VC Corporate Advisors Private Limited**) or Registrar to the Buy-Back (**Maheshwari Datamatics Private Limited**). Please refer to the section on ‘Definitions’ of this Letter of Offer for definitions of capitalised terms used herein.



CHEVIOT COMPANY LIMITED

Corporate Identification Number: L65993WB1897PLC001409

Registered office and correspondence address: 24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata-700 016

Telephone: +91 82320 87911/12/13 Email ID: cheviot@chevjute.com; investorservices@chevjute.com; Website: www.cheviotgroup.com

Contact Person: Mr. Aditya Banerjee, Company Secretary and Compliance Officer

CASH OFFER FOR BUY-BACK OF UP TO 1,75,000 (ONE LAKH SEVENTY-FIVE THOUSAND) FULLY PAID-UP ORDINARY SHARES OF FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH, REPRESENTING 2.91% OF THE TOTAL NUMBER OF ORDINARY SHARES IN THE ISSUED, SUBSCRIBED AND PAID-UP ORDINARY SHARE CAPITAL OF THE COMPANY, FROM ALL THE ELIGIBLE SHAREHOLDERS OF THE COMPANY AS ON THE RECORD DATE (FRIDAY, JUNE 14, 2024), ON A PROPORTIONATE BASIS, THROUGH THE “TENDER OFFER” ROUTE AT A PRICE OF ₹ 1,800/- (RUPEES ONE THOUSAND EIGHT HUNDRED ONLY) PER ORDINARY SHARE PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING ₹ 31,50,00,000/- (RUPEES THIRTY-ONE CRORES FIFTY LAKHS ONLY) [“BUY-BACK OFFER/BUY-BACK”] EXCLUDING THE TRANSACTION COSTS.

- The Buy-Back is in accordance with Article 83 of the Articles of Association of the Company, Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable, the applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 read with SEBI Circulars (as defined hereinafter) including any amendments, statutory modification or reenactments thereof, for the time being in force. The Buy-Back is subject to receipt of such other approvals, permissions, consents, exemptions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the statutory, regulatory, governmental authorities or other appropriate authorities while granting such approvals, permissions, consents, exemptions and sanctions, as may be required from time to time under the applicable laws.
- The ordinary shares of the Company are presently listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) (hereinafter NSE and BSE together referred to as the “Stock Exchanges”). The Buy-Back would be facilitated by tendering of Ordinary Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, NSE circular reference no. NSE/CMTR/52776 dated June 29, 2022, and such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force. In this regard, the Company has requested NSE to provide the acquisition window. For the purpose of this Buy-Back, NSE would be the Designated Stock Exchange.
- The Buy-Back Offer Size represents 6.52% of the aggregate of the Company’s paid-up capital and free reserves as per the audited standalone financial statements of the Company as on March 31, 2024 (the Company does not prepare consolidated financial statements) and is within the statutory limit of 10% of the aggregate of the fully paid-up capital and free reserves of the company based on the latest audited standalone financial statements of the Company as on March 31, 2024.
- The Letter of Offer will be sent to all Eligible Shareholders (as defined below) holding Ordinary Shares of the Company as on the Record Date, being June 14, 2024 in accordance with Buy-Back Regulations and such other circulars or notifications, as may be applicable.
- The procedure for tender and settlement is set out in Paragraph 22 of this Letter of Offer. The Tender Form(s) along with the share transfer form (“Form SH-4”) is enclosed together with this Letter of Offer.
- For mode of payment of consideration to the Eligible Shareholders, please refer to Paragraph 22 of this Letter of Offer.
- A copy of the Public Announcement dated May 27, 2024 is available on the website(s) of the Company (www.cheviotgroup.com), SEBI (www.sebi.gov.in), NSE (www.nseindia.com), BSE (www.bseindia.com) and the Manager to the Buy-Back (www.vccorporate.com).
- A copy of the Letter of Offer (including the Tender Form and Form No. SH-4) shall be available on the website(s) of the Company (www.cheviotgroup.com), Manager to the Buy-Back (www.vccorporate.com), Registrar to the Buy-Back (www.mdpl.in) and is expected to be available on the website(s) of SEBI (www.sebi.gov.in), NSE (www.nseindia.com) and BSE (www.bseindia.com).
- Shareholders are advised to refer to Paragraph 19 (Details of the Statutory Approvals) and Paragraph 23 (Note on Taxation) of this Letter of Offer before tendering their Shares in the Buy-Back.

All future correspondence in relation to Buy-Back, if any, should be addressed to the Manager to the Buy-Back or the Registrar to the Buy-Back at the respective addresses mentioned below:

	<p>MANAGER TO THE BUY-BACK VC Corporate Advisors Private Limited CIN: U67120WB2005PTC106051 SEBI REGN No.: INM000011096 Validity of Registration: Permanent (Contact Person: Ms. Urvi Belani/Mr. Premjeet Singh) 31, Ganesh Chandra Avenue, 2nd Floor, Suite No. 2C, Kolkata – 700 013 Tel. No.: 033 - 2225 3940 Email ID: mail@vccorporate.com Website: www.vccorporate.com</p>		<p>REGISTRAR TO THE BUY-BACK Maheshwari Datamatics Private Limited CIN: U20221WB1982PTC034886 SEBI REGN No.: INR000000353 Validity of Registration: Permanent (Contact Person: Mr. S.K. Chaubey) 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001 Tel. No.: 033 2248 2248 Email ID: mdpldc@yahoo.com Website: www.mdpl.in</p>
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BUY-BACK PROGRAMME

BUY-BACK OPENS ON: THURSDAY, JUNE 20, 2024

BUY-BACK CLOSING ON: WEDNESDAY, JUNE 26, 2024

LAST DATE/TIME OF RECEIPT OF COMPLETED APPLICATIONS FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR TO THE BUY-BACK: WEDNESDAY, JUNE 26, 2024 by 5:00 P.M.

BUY-BACK ENTITLEMENT

Category of Eligible Shareholders	Ratio of Buy-Back (i.e. Buy-Back Entitlement)*
Reserved Category for Small Shareholders	105 Ordinary Shares for every 1,838 Ordinary Shares held on the Record Date
General Category for all other Eligible Shareholders	11 Ordinary Shares for every 411 Ordinary Shares held on the Record Date

* For further information on Ratio of Buy-Back as per the Buy-Back entitlement in each Category, please refer Paragraph 21 on page no 21 of this Letter of Offer.

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1. SCHEDULE OF ACTIVITIES

ACTIVITIES	DATE	DAY
Date of Board Meeting approving the proposal for Buy-Back	May 24, 2024	Friday
Date of Public Announcement for the Buy-Back	May 27, 2024	Monday
Date of publication of the Public Announcement for Buy-Back in newspaper	May 28, 2024	Tuesday
Record Date for determining the Buy-Back Entitlement and the names of Eligible Shareholders	June 14, 2024	Friday
Last date for Dispatch of Letter of Offer	June 19, 2024	Wednesday
Buy-Back Opening date	June 20, 2024	Thursday
Buy-Back Closing date	June 26, 2024	Wednesday
Last date of receipt of completed Tender Forms and other specified documents including physical share certificates (if and as applicable) by the Registrar to the Buy-Back	June 26, 2024	Wednesday
Last date for verification of Tender Forms by the Registrar to the Buy-Back	July 1, 2024	Monday
Last date of intimation to the Designated Stock Exchange regarding Acceptance / Non-acceptance of tendered Ordinary Shares by the Registrar to the Buy-Back	July 2, 2024	Tuesday
Last date of completion of settlement of bids on the Stock Exchange	July 3, 2024	Wednesday
Last date of dispatch of share certificate(s) by the Registrar to the Buy-Back unblocking / return of unaccepted Demat Ordinary Shares by the Stock Exchange to Eligible Shareholders / Seller Broker	July 3, 2024	Wednesday
Last date of payment of consideration to Eligible Shareholders who participated in the Buy-Back	July 3, 2024	Wednesday
Last date for Extinguishment of Ordinary Shares bought back	July 12, 2024	Friday

Note: Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.

2. DEFINITION OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buy-Back Regulations, the Companies Act, the Depositories Act, and the rules and regulations made thereunder.

Acceptance/Accept/ Accepted	Acceptance of Ordinary Shares tendered by Eligible Shareholder(s) in the Buy-Back Offer.
Act or Companies Act	The Companies Act, 2013, as amended and rules framed thereunder.
Acquisition Window	The facility for acquisition of Ordinary Shares through mechanism provided by the Designated Stock Exchange i.e., NSE in the form of a separate window in accordance with the SEBI Circulars.
Additional Shares	Shares tendered by an Eligible Shareholder over and above the Buy-Back Entitlement of such Eligible Shareholder not exceeding the Ordinary Shares held by such Eligible Shareholder as on the Record Date.
Articles or AOA	Articles of Association of the Company
Board	The Board of Directors or the Committee of Directors of the Company
Board Meeting	Meeting of Board of Directors of Cheviot Company Limited held on May 24, 2024, wherein the proposal for the Buy-Back was approved.
BSE	BSE Limited
Buy-Back Closing Date	Wednesday, June 26, 2024, being the last date up to which the tendering of Ordinary Shares by Eligible Shareholders will be allowed.
Buy-Back Entitlement or Entitlement	The number of Ordinary Shares that an Eligible Shareholder is entitled to tender in the Buy-Back Offer, based on the number of Ordinary Shares held by such Eligible Shareholder, on the Record Date and the ratio of Buy-Back applicable in the category, to which such Eligible Shareholder belongs to.
Buy-Back Opening Date	Thursday, June 20, 2024, being the date from which the tendering of Ordinary Shares by Eligible Shareholders will be allowed.
Buy-Back or Buy-Back Offer or Offer	Cash Offer by Cheviot Company Limited for Buy-Back of up to 1,75,000 (One Lakh Seventy-Five Thousand) fully paid-up Ordinary Shares having face value of ₹ 10/- each at a price of ₹ 1,800/- (Rupees One Thousand Eight Hundred only) per Ordinary Share from the Eligible Shareholder of the Company on a proportionate basis through Tender Offer route.
Buy-Back Price or Offer Price	Price at which Ordinary Shares will be bought back from the Eligible Shareholder i.e. ₹ 1,800/- (Rupees One Thousand Eight Hundred only) per Ordinary Share, payable in cash.
Buy-Back Period	The period between the date of Board Meeting approving the Buy-Back of the Company i.e. May 24, 2024 till the date of payment of consideration to the Eligible Shareholders whose Ordinary Shares have been accepted under the Buy-Back is made
Buy-Back Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended
Buy-Back Size or Offer Size	Number of Ordinary Shares proposed to be bought back i.e., up to 1,75,000 (One Lakh Seventy-Five Thousand) fully paid-up Ordinary Shares having face value of ₹ 10/- multiplied by the Buy-Back Price i.e., ₹ 1,800/- (Rupees One Thousand Eight Hundred only) per Ordinary Share aggregating to a maximum consideration not exceeding ₹ 31,50,00,000/- (Rupees Thirty-One Crores Fifty Lakhs Only). The Buy-Back Offer Size excludes Transaction Costs.
Company / CCL	Cheviot Company Limited
Company Demat Account	A demat account of the Company wherein Demat Shares bought back in the Buy-Back would be transferred
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Clearing Corporation	NSE Clearing Limited
Company's broker	Eureka Stock and Share Broking Services Limited, a SEBI registered Stock Broker
DP / Depository Participant	Depository Participant as defined under Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended
Depositories Act	The Depositories Act, 1996, as amended and rules framed thereunder.
Designated Stock Exchange	The designated stock exchange for the Buy-Back, being NSE
Eligible Shareholder(s) or Shareholder(s) or Members	Person(s) eligible to participate in the Buy-Back Offer and would mean all shareholders/beneficial owner(s) of the Company holding Ordinary Share(s) as on the Record Date i.e., Friday, June 14, 2024

Escrow Account	The Escrow Account titled “ CCL BUY-BACK OFFER - ESCROW ” opened with the Escrow Agent in terms of Escrow Agreement
Escrow Agent	Axis Bank Limited
Escrow Agreement	The escrow agreement entered into between the Company, the Manager to the Buy-Back and the Escrow Agent
FEMA	Foreign Exchange Management Act, 1999
General Category	Eligible Shareholders other than the Small Shareholders
ITA or IT Act or Income Tax Act	Income Tax Act, 1961, as amended from time to time
LOF or Offer Document	Letter of Offer
Manager to the Buy-Back or Manager to the Offer	VC Corporate Advisors Private Limited
Non-Resident Shareholders	Includes Non-Resident Indians (NRI), Foreign Institutional Investors (FII), Foreign Portfolio Investors (FPI), erstwhile Overseas Corporate Bodies (OCB) and foreign nationals.
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
Ordinary Share(s) or Share(s)	The Company’s fully paid-up Ordinary Share(s) of face value of ₹ 10/- (Rupees Ten Only) each
Offer Period or Tendering Period or Tender Period	Period of five working days from the date of opening of the Buy-Back Offer i.e. Thursday, June 20, 2024 till its closure i.e. Wednesday, June 26, 2024 (both days inclusive)
Offer Form / Tender Form	Form of Acceptance-cum-Acknowledgement
PA or Public Announcement	The Public Announcement dated May 27, 2024, made in accordance with the Buy-Back Regulations, published on May 28, 2024 in all English and Hindi editions of Business Standard (English and Hindi national daily), and Kolkata edition of Sukhabar (Regional language daily – Bengali), each with wide circulation.
PAN	Permanent Account Number
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the entitlement and the names of the Shareholders, to whom this Letter of Offer will be sent and who are eligible to participate in the Buy-Back Offer in accordance with Buy-Back Regulations. The Record Date determined for this Buy-Back Offer is Friday, June 14, 2024.
Registrar to the Buy-Back	Maheshwari Datamatics Private Limited
Reserved Category	The Small Shareholders eligible to tender Shares in the Buy-Back
SEBI	Securities and Exchange Board of India
SEBI Circulars	SEBI circulars bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 and such other circulars or notifications, as may be applicable, including any amendments thereof .
Seller Member or Shareholder Broker	A stock broker (who is a member of NSE and BSE) of an Eligible Shareholder, through whom the Eligible Shareholder wants to participate in the Buy-Back
Share Capital Rules	The Companies (Share Capital and Debentures) Rules, 2014
Small Shareholder	A Shareholder, who holds Shares of market value not more than ₹ 2,00,000/- (Rupees Two Lakhs only), on the basis of closing price on the recognised stock exchange registering the highest trading volume, as on Record Date i.e. Friday, June 14, 2024
Stock Exchanges or Recognised Stock Exchanges	Collectively referred as NSE and BSE, being the stock exchanges where the Ordinary Shares of the Company are listed.
SEBI SAST Regulations / SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
SEBI LODR Regulations / Listing Regulations	Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.
Tender Offer	Method of Buy-Back as defined in Regulation 2(1)(q) of the Buy-Back Regulations
Transaction Costs	Expenses incurred or to be incurred for the Buy-Back viz. fees payable to SEBI, advisors/legal fees, newspaper publication expenses, brokerage, applicable taxes such as income tax, securities transaction tax, goods and service tax, etc., stamp duty and other incidental and related expenses.
TRS	Transaction Registration Slip
Working Day	Working day as defined in Regulation 2(i)(s) of the Buy-Back Regulations

3. DISCLAIMER CLAUSE

3.1 As required under the Buy-Back Regulations, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buy-Back commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buy-Back, M/s. VC Corporate Advisors Private Limited has, by certificate issued to SEBI dated Tuesday, June 18, 2024, certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Act and Buy-Back Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Ordinary Shares in the Buy-Back.

3.2 It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buy-Back is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buy-Back, VC Corporate Advisors Private Limited has furnished to SEBI a due diligence certificate dated Tuesday, June 18, 2024, in accordance with the Buy-Back Regulations which reads as follows:

“We have examined various documents and materials relevant to the Buy-Back Offer as part of the due-diligence carried out by us in connection with the finalization of the public announcement dated May 27, 2024 (the “Public Announcement”) and the Letter of Offer dated June 18, 2024 (“LoF”). On the basis of such examination and the discussions with the Company, we hereby state that:

- *the Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buy-Back offer;*
- *all the legal requirements connected with the said Buy-Back Offer including Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with;*
- *the disclosures in the Public Announcement and the Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well-informed decision in respect of the captioned Buy-Back offer;*
- *funds used for Buy-Back shall be as per the provisions of the Companies Act, 2013, as amended.”*

3.3 The filing of this Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buy-Back.

3.4 The Promoters and members of the Promoter Group and the Board of Directors declare and confirm that no information/material likely to have a bearing on the decision of investors has been suppressed/withheld and/or incorporated in the manner that would amount to mis-statement/mis-representation and in the event of it transpiring at any point of time that any information/material has been suppressed/withheld and/or amounts to a mis-statement/mis-representation, the Promoters/Directors and the Company shall be liable for penalty in terms of the provisions of the Act and the Buy-Back Regulations.

3.5 The Promoters and members of the Promoter Group and the Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buy-Back.

3.6 **Notice for Shareholders in Countries other than India**

This Letter of Offer has been prepared for the purposes of compliance with the Buy-Back Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buy-Back are under no obligation to update the information contained herein at any time after the date of this Letter of Offer.

This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of the Letter of Offer, resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Buy-Back is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Company or the Manager to the Buy-Back to any new or additional registration requirements. This Letter of Offer does not in any way constitute an offer to acquire / sell or an invitation to acquire / sell, any securities in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any shareholder who tenders Ordinary Shares in the Buy-Back shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buy-Back.

3.7 **Forward Looking Statement**

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Actual results may differ materially from those in such forward-looking statements. The Company and the Manager to the Buy-Back undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

The text of the Board resolution passed by the Board of Directors at their meeting held on May 24, 2024 authorising the Buy-Back is as follows:

“RESOLVED THAT pursuant to the provisions of Article 83 of the Articles of Association of the Company, the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the “Buy-Back Regulations”) (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other regulatory approvals, permissions, consents and sanctions as may be necessary under applicable laws and regulations, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall include the Committee of Directors empowered by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Board of Directors be and is hereby accorded to Buy-Back up to 1,75,000 (One Lakh Seventy-Five Thousand) fully paid-up Ordinary Shares of face value of ₹ 10/- (Rupees Ten Only) each by the Company, representing 2.91% of the present total number of Ordinary Shares in the total paid-up Share Capital of the Company, from the members / beneficial owners (“Shareholders”) holding shares as at the close of business hours on Friday, 14th June, 2024 (the “Record Date”), on a proportionate basis through the “Tender Offer” route using the Stock Exchange mechanism at a price of ₹ 1,800/- (Rupees One Thousand Eight Hundred Only) per Ordinary Share (“Buy-Back Price”) payable in cash for an aggregate amount of ₹ 31,50,00,000/- (Rupees Thirty-One Crores Fifty Lakhs Only) (“Buy-Back Offer Size”) (excluding Company’s transaction costs viz. fees payable to Securities and Exchange Board of India (“SEBI”), advisors/legal fees, newspaper publication expenses, brokerage, applicable taxes such as income tax, securities transaction tax, goods and service tax, etc., stamp duty and other incidental expenses) representing 6.52% of the aggregate of the fully paid-up ordinary share capital and free reserves as per the latest standalone audited financial statements of the Company for the financial year ended 31st March, 2024 (“Buy-Back”).

FURTHER RESOLVED THAT pursuant to Regulation 42 of the SEBI Listing Regulations and Regulation 9(i) of the Buy-Back Regulations, the Board of Directors hereby fixes Friday, 14th June, 2024 as the Record Date for the purpose of determining the entitlement and the names of the ordinary shareholders who shall be eligible to participate in the Buy-Back Offer of ordinary shares of the Company and to whom the Letter of Offer along with the Tender Form shall be dispatched through electronic mode.

FURTHER RESOLVED THAT all the shareholders of the Company who hold Ordinary Shares as on the Record Date will be eligible to participate in the Buy-Back including promoters and promoter group of the Company as have been disclosed in the shareholding pattern filed by the Company from time to time under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”).

FURTHER RESOLVED THAT the Buy-Back of Ordinary Shares from Non-Resident Shareholders, Overseas Corporate Bodies, shareholders of foreign nationality etc. shall be subject to such approval of the Reserve Bank of India, if any, as may be required under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any, and that such approvals shall be required to be taken by such shareholders themselves.

FURTHER RESOLVED THAT fifteen per cent of the number of Ordinary Shares which the Company proposes to buy-back or number of Ordinary Shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for small shareholders, in accordance with Regulation 6 of the Buy-Back Regulations.

FURTHER RESOLVED THAT the Company shall implement the Buy-Back using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting” notified by SEBI vide circular number CIR/CFD/ POLICYCELL/1/2015 dated 13th April, 2015, circular number CFD/DCR2/CIR/P/2016/131 dated 9th December, 2016, circular number CFD/DCR-III/CIR/P/2021/615 dated 13th August, 2021 and circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated 8th March, 2023, including any amendment thereof (“SEBI Circulars”).

FURTHER RESOLVED THAT the amount required by the Company for the Buy-Back is intended to be met out of current surplus and/or cash balance and/or accumulated internal accruals as may be permitted by law through ‘Tender Offer’ route and as required by the Buy-Back Regulations and the Act and on such terms and conditions as the Board may decide from time to time and the Buy-Back would be made out of free reserves of the Company or such other means as may be permissible.

FURTHER RESOLVED THAT Buy-Back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations read with Rule 19(2) and 19A of Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) and in the event, after the completion of the Buy-Back, the non-promoter shareholding of the Company fall below the minimum level required as per Listing Regulations, the Company shall bring the public shareholding to twenty five per cent shareholding within the time and in the manner as prescribed under SCRR and SEBI from time to time.

FURTHER RESOLVED THAT the Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the Buy-Back consideration to the shareholders who have tendered their Ordinary Shares in the Buy-Back.

FURTHER RESOLVED THAT in terms of Regulation 24(iii) of the Buy-Back Regulations, Shri Aditya Banerjee, Company Secretary and Compliance Officer, be and is hereby nominated as the Compliance Officer for compliance with the Buy-Back Regulations.

FURTHER RESOLVED THAT pursuant to the provisions of the Act and Rules made thereunder and Buy-Back Regulations, as amended, the Board of Directors of the Company have made a full enquiry into the affairs and prospects of the Company and have formed the opinion that:

- i. immediately following the Board meeting held on 24th May, 2024, there will be no grounds on which the Company could be found unable to pay its debts;
- ii. as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buy-Back and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buy-Back;
- iii. in forming an opinion as aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016 as amended from time to time (including prospective and contingent liabilities).

FURTHER RESOLVED THAT the Board hereby confirms that:

- a) all the ordinary shares of the Company proposed to be bought back are fully paid up;
- b) the Company shall not issue any shares or other specified securities including by way of bonus till the date of expiry of the Buy-Back Period or the Company, as per the provisions of Section 68(8) of the Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) of the Act or other specified securities within a period of six months after the completion of the Buy-Back except by way of bonus shares or ordinary shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into ordinary shares;
- c) the proposed Buy-Back shall not result in delisting of the ordinary shares from BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (hereinafter BSE and NSE together referred to as the "Stock Exchanges", where the ordinary shares of the Company are listed);
- d) the Company shall not Buy-Back its ordinary shares from any person through negotiated deal on or off the stock exchanges or through spot transactions or through any private arrangement;
- e) the aggregate maximum amount of the Buy-Back i.e. ₹ 31,50,00,000/- (Rupees Thirty-One Crores Fifty Lakhs Only) excluding transaction costs does not exceed 10% of the aggregate of the total paid-up capital and free reserves based on audited standalone financial statements of the Company as on 31st March, 2024;
- f) the maximum number of ordinary shares proposed to be purchased under the Buy-Back i.e. up to 1,75,000 (One Lakh Seventy-Five Thousand) fully paid-up ordinary shares, does not exceed 25% of the total number of fully paid-up ordinary shares in the total fully paid-up ordinary share capital of the Company as on 31st March, 2024;
- g) there are no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;
- h) The Buy-Back shall be completed within a period of one year from the date of passing of the resolution by the Board;
- i) The Company shall not make any further offer of Buy-Back within a period of one year reckoned from the date of expiry of the Buy-Back period;
- j) the Company shall not directly or indirectly purchase its own shares:
 - (i) through any subsidiary company including its own subsidiary companies, if any; and
 - (ii) through any investment company or group of investment companies;
- k) the Company shall not withdraw the Buy-Back Offer after public announcement of the offer of the Buy-Back offer is made;
- l) the Company will not Buy-Back ordinary shares which are locked-in or non-transferable till the pendency of such lock-in, or till the ordinary shares become transferable, as applicable;
- m) there are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend due to any shareholder or repayment of any term loans to any financial institution or bank (including interest payable thereon);
- n) the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buy-Back shall not be more than twice the paid-up ordinary share capital and free reserves based on the audited standalone financial statements of the Company as on 31st March, 2024;

- o) the promoters and members of the promoter group, and their associates shall not deal in the ordinary shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of ordinary shares among the promoters and members of the promoter group) from the date of passing of the resolution by the Board approving the Buy-Back till the closing of the Buy-Back offer, except for tendering shares in the Buy-Back Offer;
- p) the Company shall not raise further capital for a period of one year from the expiry of the Buy-Back period, except in discharge of subsisting obligations;
- q) the Company shall transfer from its free reserves, a sum equal to the nominal value of the ordinary shares to be bought back through the Buy-Back to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- r) the Company has not undertaken a Buy-Back of any of its securities during the period of one year immediately preceding the date of the Board Meeting convened on Friday, 24th May, 2024;
- s) the Company has obtained the prior consent of its lender before undertaking the Buy-Back; and
- t) the Company has complied and will continue to comply with Sections 92, 123, 127 and 129 of the Companies Act, 2013.

FURTHER RESOLVED THAT consent of the Board be and is hereby accorded to the appointment of:

- 1) VC Corporate Advisors Private Limited as the Manager to the Buy-Back Offer;
- 2) Maheshwari Datamatics Private Limited, Registrar and Transfer Agent, as the Registrar to the Buy Back Offer and as Investor Service Centre;
- 3) Eureka Stock and Share Broking Services Limited as the registered broker to the Buy-Back; and
- 4) Axis Bank Limited, as the Banker to the Buy-Back.

FURTHER RESOLVED THAT the Company do request NSE to provide the acquisition window for facilitating tendering of Ordinary Shares under the Buy-Back and for the purpose of this Buy-Back, NSE will be the designated stock exchange.

FURTHER RESOLVED THAT Shri Harsh Vardhan Kanoria, Managing Director, Shri Utkarsh Kanoria, Wholetime Director, Shri Abhishek Murarka, Wholetime Director, Shri Siddharth Jhajharia, Independent Director, Shri Madhup Kumar Patni, Chief Financial Officer and Shri Aditya Banerjee, Company Secretary be and they are hereby severally authorised to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buy-Back, including:

- 1) To negotiate, sign, execute the necessary applications, documents, forms and instruments and issue the appointment letters of Merchant Banker, Broker, Registrar, Advertising Agency, Advisors, Consultants or Representatives;
- 2) To open and operate an Escrow account and to execute the ESCROW agreement and deposit therein the Escrow amount as per the provisions of Buy-Back Regulations;
- 3) To initiate all necessary actions for preparation and issue of Newspaper Publications, Public Announcement and Letter of Offer;
- 4) To make all applications to the appropriate authorities for their requisite approvals;
- 5) To open, operate and close all necessary accounts such as Broking Account, Depository Account;
- 6) To file Board Resolution, Public Announcement, Letter of Offer, Certificates for Declaration of Solvency with SEBI/Stock Exchanges and other appropriate authorities and filing of Certificate of extinguishment of Ordinary Shares and physical destruction of share certificates and all other documents required to be filed in connection to the Buy-Back with the appropriate authorities;
- 7) To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buy-Back;
- 8) To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper; and
- 9) To delegate all or any of the authorities conferred as above to any Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate Authorities or Advisors.

FURTHER RESOLVED THAT the Committee of Directors be and are hereby authorised, for the purposes of the Buy-Back, to do all such acts, deeds, matters and things, and to give such directions, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any question, difficulty or doubt, that may arise in this regard, in the best interest of the Company and its shareholders in connection with the Buy-Back.

FURTHER RESOLVED THAT the directors of the Company accept the responsibility for the information contained in this resolution.

FURTHER RESOLVED THAT copy of the foregoing resolution be forwarded to concerned authorities duly certified by the Company Secretary.”

5. DETAILS OF PUBLIC ANNOUNCEMENT

- 5.1 In accordance with the provisions of Regulation 7 of the Buy-Back Regulations, the Company has made a Public Announcement for the Buy-Back dated Monday, May 27, 2024 which was published on Tuesday, May 28, 2024 in the newspapers mentioned below, within 2 (two) working days from the date of passing the resolution by the Board of Directors approving the Buy-Back on Friday, May 24, 2024:

Publication	Language	Edition
Business Standard	English	All editions
Business Standard	Hindi	All editions
Sukhabar	Regional (Bengali)	Kolkata edition

- 5.2 A copy of the Public Announcement is available on the website of the Company (<https://www.cheviotgroup.com>), SEBI (<https://www.sebi.gov.in>), NSE (<https://www.nseindia.com>), BSE (<https://www.bseindia.com>) and VC Corporate Advisors Private Limited (<https://www.vccorporate.com>).

6. DETAILS OF THE BUY-BACK

- 6.1 The Board of Directors of the Company (hereinafter referred to as the “**Board**”, which expression shall include the Committee of Directors empowered by the Board to exercise its powers) at their meeting held on Friday, May 24, 2024 have approved the Buy-Back of up to **1,75,000** (One Lakh Seventy-Five Thousand) fully paid-up ordinary shares of face value of ₹ 10/- (Rupees Ten Only) each, from all the shareholders / beneficial owners (“**Shareholders**”) holding shares of the Company as at the close of business hours on **Friday, June 14, 2024** (the “**Record Date**”), on a proportionate basis through “**Tender Offer**” route using the Stock Exchange Mechanism, at a price of ₹ **1,800/-** (Rupees One Thousand Eight Hundred Only) per ordinary share (“**Buy-Back Price**”) payable in cash, for an aggregate amount not exceeding ₹ **31,50,00,000/-** (Rupees Thirty-One Crores Fifty Lakhs Only) (“**Buy-Back Offer Size**”) excluding transaction costs, subject to the approvals as may be required under the applicable laws.
- 6.2 The Buy-Back is in accordance with the provisions of Article 83 of the Articles of Association of the Company, Sections 68, 69, 70 and other applicable provisions, if any, of the Act, the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable and in compliance with the Buy-Back Regulations, the Listing Regulations (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other regulatory approvals, permissions, consents and sanctions as may be necessary under applicable laws and regulations, which may be agreed to by the Board.
- 6.3 The Buy-Back Offer Size represents **6.52%** of the aggregate paid-up ordinary share capital and free reserves as per the latest audited standalone financial statements of the Company for the financial year ended March 31, 2024 (the Company does not prepare consolidated financial statements) and is within the statutory limit of 10% of the aggregate of the total paid-up ordinary share capital and free reserves of the Company, based on audited standalone financial statements of the Company as on March 31, 2024, as per the applicable provisions of the Act and Buy-Back Regulations. Further, the Company proposes to Buy-Back up to 1,75,000 (One Lakh Seventy-Five Thousand) fully paid-up ordinary shares of the Company, representing **2.91%** of the total paid-up ordinary share capital of the Company as on March 31, 2024, which is within the maximum limit of **25%** of the total paid-up ordinary share capital of the Company, as per the applicable provisions of the Act and Buy-Back Regulations.
- 6.4 The Buy-Back being less than 10% of the total paid-up ordinary share capital and free reserves of the Company, based on the audited standalone financial statements of the Company as on March 31, 2024, has been approved by the Board of Directors by passing Board Resolution dated May 24, 2024, as per the provisions of the Act and Buy-Back Regulations.
- 6.5 The Ordinary Shares of the Company are presently listed on National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”) (together referred to as the “**Stock Exchanges**”, where the ordinary shares of the Company are listed). The Buy-Back shall be undertaken on a proportionate basis from all the existing ordinary Shareholders / Beneficial Owners of the Company, including the Promoters and Members of the Promoter Group, who hold Ordinary Shares on the Record Date (being the “**Eligible Shareholders**”) through the tender offer process prescribed under Regulation 4(iv)(a) of the Buy-Back Regulations and shall be implemented using the stock exchange mechanism as specified by SEBI in the SEBI Circulars. In this regard, the Company has already applied to NSE to provide the acquisition window for facilitating tendering of ordinary shares under the Buy-Back and for the purpose of this Buy-Back, NSE will be the designated stock exchange. Once the Buy-Back is concluded, all ordinary shares purchased by the Company in the Buy-Back will be extinguished in terms of the Buy-Back Regulations.
- 6.6 The Buy-Back would be facilitated by tendering of ordinary shares by shareholders and settlement of the same through the stock exchange mechanism in the manner as provided in SEBI Circulars.
- 6.7 In terms of the SEBI Buy-Back Regulations, under the Tender Offer process, Promoters and Promoter Group have an option to participate in the Buy-Back. In this regard, the details of the Promoters and Promoter Group who have expressed their intention to participate and details of their maximum participation in the Buy-back are given in paragraph 7 hereinafter.

6.8 The aggregate shareholding in the Company of (a) Promoters and the Members of the Promoter Group and persons in control of the Company, (b) Directors and Key Managerial Personnel of the Company; and (c) Directors of the Promoter Group Companies, as on the date of the Board Meeting, the date of the Public Announcement and the date of this Letter of Offer, are as follows:

(a) Aggregate shareholding of the Promoters and the members of the Promoter Group and persons in control of the Company as on the date of the Board Meeting, the date of the Public Announcement and the date of this Letter of Offer, are as follows:

Sl. No.	Name	Category	Shares held	% Holding
1	Mr. Harsh Vardhan Kanoria	Promoter	4,44,867	7.3936
2	Mrs. Malati Kanoria	Promoter	7,546	0.1254
3	Mr. Utkarsh Kanoria	Promoter	2,20,422	3.6634
4	Abhyadoot Finance and Investments Private Limited	Promoter Group	557	0.0093
5	Cheviot Agro Industries Private Limited	Promoter Group	1,214	0.0202
6	Cheviot International Limited	Promoter Group	197	0.0033
7	Harsh Investments Private Limited	Promoter Group	38,27,491	63.6126
	Total		45,02,294	74.8278

(b) Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting, the date of the Public Announcement and the date of this Letter of Offer, are as follows:

Sl. No.	Name	Designation	Shares held	% Holding
1	Mr. Harsh Vardhan Kanoria	Chairman and Managing Director	4,44,867	7.3936
2	Mrs. Malati Kanoria	Non-executive Director	7,546	0.1254
3	Mr. Utkarsh Kanoria	Wholetime Director	2,20,422	3.6634
4	Mr. Abhishek Murarka	Wholetime Director	1	0.0000
5	Mr. Deo Kishan Mohta	Independent Director	182	0.0030
6	Mr. Madhup Kumar Patni	Chief Financial Officer	1	0.0000
7	Mr. Aditya Banerjee	Company Secretary and Compliance Officer	15	0.0002

(c) Except as disclosed in clauses (a) and (b) above, there is no other person holding shares of the Company who is a director in the Promoter Group Companies as on the date of the Board Meeting, the date of the Public Announcement and the date of this Letter of Offer.

6.9 No shares or other specified securities in the Company were either purchased or sold (either through the Stock Exchange or off-market transactions) by any of the a) Promoters and Members of the Promoter Group and persons in control of the Company; (b) Directors and Key Managerial Personnel of the Company; (c) Directors of the Promoter Group Companies, during a period of 6 (six) months preceding the date of the Board Meeting at which the Buy-Back was approved and during a period of 12 (twelve) months preceding the date of Public Announcement and from the date of the Board Meeting till the date of this Letter of Offer.

7. INTENTION OF THE PROMOTERS AND MEMBERS OF THE PROMOTERS GROUP TO PARTICIPATE IN THE BUY-BACK

7.1 In terms of the Buy-Back Regulations, under tender offer route, the Promoters, Members of the Promoter Group and persons in control of the Company have the option to participate in the Buy-Back. In this regard, Promoters, members of the Promoter Group and persons in control of the Company, vide their letters dated May 23, 2024 have expressed their intention to participate in the Buy-Back and may tender up to their aggregate maximum shareholding or such lower number of Ordinary Shares in accordance with the provisions of the Buy-Back Regulations:

Sl. No.	Name	Category	Number of Ordinary Shares Held As on the date of Board Meeting	Maximum number of shares intend to tender
1	Mr. Harsh Vardhan Kanoria	Promoter	4,44,867	4,44,867
2	Mrs. Malati Kanoria	Promoter	7,546	7,546
3	Mr. Utkarsh Kanoria	Promoter	2,20,422	2,20,422
4	Abhyadoot Finance and Investments Private Limited	Promoter Group	557	557
5	Cheviot Agro Industries Private Limited	Promoter Group	1,214	1,214
6	Cheviot International Limited	Promoter Group	197	197
7	Harsh Investments Private Limited	Promoter Group	38,27,491	38,27,491
	Total		45,02,294	45,02,294

7.2 The Buy-Back will not result in any benefit to the Promoters, Members of the Promoter Group, persons in control of the Company or any Director of the Company, except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buy-Back Offer in their capacity as Eligible Shareholders of the Company and the change in their shareholding as per the response received in the Buy-Back, as a result of the extinguishment of ordinary shares which will lead to reduction in the ordinary share capital of the Company post Buy-Back.

- 7.3 The Buy-Back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations read with Rule 19(2) and 19A of Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") and in the event, after the completion of the Buy-Back, the non-promoter shareholding of the Company falls below the minimum level required as per Listing Regulations, the Company shall bring the public shareholding to twenty five per cent shareholding within the time and in the manner as prescribed under SCRR and SEBI from time to time. Any change in voting rights of the Promoters and Promoter Group of the Company pursuant to completion of Buy-Back will not result in any change in control over the Company.
- 7.4 The details of the date and price of acquisition of the Ordinary Shares that the Promoters, Members of the Promoter Group and persons in control of the Company intend to tender are set out below:

1. MR. HARSH VARDHAN KANORIA

Date of transaction	Nature of transaction	FV per share (₹)	No. of Ordinary Shares	Consideration (In ₹)
Balance as on 1st April, 2005			1,73,202	-
23.09.2006	Bonus Issue	10	86,601	-
15.12.2009	Market Purchase	10	1,720	395,155.38
16.12.2009	Market Purchase	10	4,308	1,012,553.28
17.12.2009	Market Purchase	10	11,134	2,814,745.83
18.12.2009	Market Purchase	10	6,341	1,649,417.83
21.12.2009	Market Purchase	10	2,625	689,968.34
22.12.2009	Market Purchase	10	1,031	268,696.25
23.12.2009	Market Purchase	10	4,617	1,202,967.08
24.12.2009	Market Purchase	10	1,370	357,086.66
29.12.2009	Market Purchase	10	1,050	273,679.90
30.12.2009	Market Purchase	10	285	74,285.39
05.01.2010	Market Purchase	10	930	242,402.38
26.07.2010	Market Purchase	10	8,289	2,565,633.94
27.07.2010	Market Purchase	10	3,958	1,249,899.79
04.08.2010	Market Purchase	10	12,122	3,897,443.92
05.08.2010	Market Purchase	10	9,257	3,115,310.94
21.09.2010	Market Purchase	10	15,000	5,962,710.77
13.09.2017	Buy-Back	10	(23,271)	(3,49,06,500)
31.08.2018	Bonus Issue	10	1,60,284	-
13.11.2020	Buy-Back	10	(19,230)	(1,73,07,000)
02.02.2022	Buy-Back	10	(16,756)	(2,89,04,100)
Total			4,44,867	

2. MRS. MALATI KANORIA

Date of transaction	Nature of transaction	FV per share (₹)	No. of Ordinary Shares	Consideration (In ₹)
Balance as on 1st April, 2005			1,90,100	-
23.09.2006	Bonus Issue	10	95,050	-
13.09.2017	Buy-Back	10	(19,299)	(2,89,48,500)
31.08.2018	Bonus Issue	10	1,32,925	-
13.11.2020	Buy-Back	10	(15,946)	(1,43,51,400)
26.08.2021	Inter Se Sale (Block Deal)	10	(3,75,000)	(49,12,50,000)
02.02.2022	Buy-Back	10	(284)	(4,89,900)
Total			7,546	

3. MR. UTKARSH KANORIA

Date of transaction	Nature of transaction	FV per share (₹)	No. of Ordinary Shares	Consideration (In ₹)
Balance as on 1st April, 2005			1,13,461	-
23.09.2006	Bonus Issue	10	56,730	-
13.09.2017	Buy-Back	10	(11,518)	(1,72,77,000)
31.08.2018	Bonus Issue	10	79,336	-
30.10.2018	Market Purchase	10	15,000	1,04,15,895
13.11.2020	Buy-Back	10	(10,117)	(91,05,300)
02.02.2022	Buy-Back	10	(22,470)	(3,87,60,750)
Total			2,20,422	

4. ABHYADOOT FINANCE AND INVESTMENTS PRIVATE LIMITED

Date of transaction	Nature of transaction	FV per share (₹)	No. of Ordinary Shares	Consideration (In ₹)
Balance as on 1st April, 2005			6,000	-
23.09.2006	Bonus Issue	10	3,000	-
13.09.2017	Buy-Back	10	(369)	(5,53,500)
31.08.2018	Bonus Issue	10	4,315	-
13.11.2020	Buy-Back	10	(369)	(3,32,100)
23.06.2021	Market Sale	10	(4,118)	(61,91,933.25)
24.06.2021	Market Sale	10	(5,848)	(86,90,450.65)
25.06.2021	Market Sale	10	(2,034)	(30,19,735.75)
02.02.2022	Buy-Back	10	(20)	(34,500)
Total			557	

5. CHEVIOT AGRO INDUSTRIES PRIVATE LIMITED

Date of transaction	Nature of transaction	FV per share (₹)	No. of Ordinary Shares	Consideration (In ₹)
Balance as on 1st April, 2005			200	-
23.09.2006	Bonus Issue	10	100	-
09.09.2010	Scheme of Amalgamation	10	600	-
13.09.2017	Buy-Back	10	(36)	(54,000)
31.08.2018	Bonus Issue	10	432	-
13.11.2020	Buy-Back	10	(37)	(33,300)
02.02.2022	Buy-Back	10	(45)	(77,625)
Total			1,214	

6. CHEVIOT INTERNATIONAL LIMITED

Date of transaction	Nature of transaction	FV per share (₹)	No. of Ordinary Shares	Consideration (In ₹)
Balance as on 1st April, 2005			100	-
23.09.2006	Bonus Issue	10	50	-
13.09.2017	Buy-Back	10	(11)	(16,500)
31.08.2018	Bonus Issue	10	69	-
13.11.2020	Buy-Back	10	(11)	(9,900)
Total			197	

7. HARSH INVESTMENTS PRIVATE LIMITED

Date of transaction	Nature of transaction	FV per share (₹)	No. of Ordinary Shares	Consideration (In ₹)
Balance as on 1st April, 2005			4,62,080	-
23.09.2006	Bonus Issue	10	2,31,040	-
12.05.2008	Scheme of Amalgamation	10	18,80,961	-
13.09.2017	Buy-Back	10	(1,05,784)	(15,86,76,000)
31.08.2018	Bonus Issue	10	12,34,148	-
13.11.2020	Buy-Back	10	(1,05,784)	(9,52,05,600)
26.08.2021	Inter Se Purchase (Block Deal)	10	3,75,000	49,12,50,000
02.02.2022	Buy-Back	10	(1,44,170)	(24,86,93,250)
Total			38,27,491	

[Source: Contract Notes issued by the Broker to the promoters, submissions made by promoters under SEBI Takeover Code from time to time and Court Orders]

8. AUTHORITY FOR THE BUY-BACK

- 8.1 The Buy-Back is in accordance with the provisions of Article 83 of the Articles of Association of the Company, Sections 68, 69, 70 and other applicable provisions, if any, of the Act, the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable and in compliance with the Buy-Back Regulations, (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), and subject to approvals, permissions and sanctions as may be necessary from regulatory authorities as required under applicable laws, including but not limited to approvals of SEBI, NSE and BSE, and subject to such terms, conditions or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the Board.
- 8.2 The Board of Directors at their meeting held on May 24, 2024 passed a resolution approving Buy-Back of up to 1,75,000 Ordinary Shares of the Company.

9. NECESSITY OF THE BUY-BACK

- 9.1 Share Buy-Back is the acquisition by a Company of its own shares. The objective is to return surplus cash to the shareholders of the Company. The Board at its meeting held on Friday, May 24, 2024, considered the free reserves as well as the cash liquidity and decided to allocate a sum of ₹ 31,50,00,000/- (Rupees Thirty-One Crores Fifty Lakhs Only) excluding transaction costs for returning to the shareholders holding ordinary shares of the Company through the Buy-Back Offer.
- 9.2 After considering several factors and benefits accruing to the shareholders holding ordinary shares of the Company, the Board decided to Buy-Back up to 1,75,000 ordinary shares at a price of ₹ 1,800/- (Rupees One Thousand Eight Hundred Only) per ordinary share for an aggregate amount not exceeding ₹ 31,50,00,000/- (Rupees Thirty-One Crores Fifty Lakhs Only). The Buy-Back is being undertaken, inter-alia, for the following reasons:
- the Buy-Back will help the Company to return surplus cash to its shareholders holding ordinary shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
 - the Company believes that the reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “**small shareholder**” as per Regulation 2(i)(n) of the Buy-Back Regulations;
 - the Buy-Back would help in improving return on equity by reduction in the share capital base and increasing shareholder’s value in the longer term;
 - the Buy-Back gives an option to the shareholders holding ordinary shares of the Company, who can choose to participate and get cash in lieu of ordinary shares to be accepted under the Buy-Back offer or they may choose not to participate and be benefitted of a resultant increase in their percentage shareholding, post the Buy-Back offer, without additional investment;
 - the Buy-Back will help the Company in achieving an optimal capital structure.

10. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUY-BACK ON THE COMPANY

- 10.1 The Company believes that the Buy-Back is not likely to cause any material impact on the profitability or earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming full response to the Buy-Back, the funds deployed by the Company towards the Buy-Back would not exceed ₹ 31,50,00,000/- (Rupees Thirty-One Crores Fifty Lakhs only) excluding transaction costs.
- 10.2 The Company believes that the Buy-Back will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buy-Back is being undertaken, inter alia, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby enhancing the overall return to the Ordinary Shareholders.
- 10.3 In terms of the Buy-Back Regulations, under the Tender Offer, the Promoters and Promoter Group, being in control of the Company, have an option to participate in the Buy-Back. In this regard, the Promoters and Promoter Group have expressed their intention vide their letters dated Thursday, May 23, 2024 to participate in the Buy-Back Offer and tender Ordinary Shares in accordance with their entitlement and may tender additional shares in accordance with their intent as applicable.
- 10.4 Assuming response to the Buy-Back is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their entitlement, the aggregate shareholding of the Promoters and Promoter Group after the completion of the Buy-Back shall increase to 75.0067% of the post-Buy-Back total paid-up Ordinary Share capital of the Company from 74.8278% of the pre-Buy-Back total paid-up Ordinary Share capital of the Company, and the aggregate shareholding of the public in the Company shall decrease to 24.9933% of the post-Buy-Back total paid-up Ordinary Share capital of the Company from 25.1722% of the pre-Buy-Back total paid-up Ordinary Share capital of the Company. Further, the Promoters and Promoter Group of the Company are already having control over the affairs of the Company and therefore any increase/decrease in voting rights of the Promoters and Promoter Group of the Company, consequent to Buy-Back of Ordinary Shares, will not result in any change in control over the Company and shall be in compliance with the provisions of the SEBI SAST Regulations.
- 10.5 The Buy-Back shall not result in a change in control or otherwise affect the existing management structure of the Company.
- 10.6 Consequent to the Buy-Back and based on the number of Ordinary Shares bought back from the Non-Resident Shareholders, financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of each such person shall undergo a change.
- 10.7 The Company believes that the Buy-Back will not impact the growth opportunities of the Company.

- 10.8 As required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up ordinary share capital and free reserves, even if the response to the Buy-Back is to the extent of 100% (full acceptance).
- 10.9 The Company does not have any subsidiary or joint venture companies and all the Ordinary Shares of the Company for Buy-Back are fully paid-up.
- 10.10 The Company has obtained prior consent from its sole lender, Axis Bank Limited vide letter Ref. No. AXISB/East/MCG/2024-25/12 dated May 22, 2024 for Buy-Back of shares not exceeding 10% of total paid-up capital and free reserves of the Company.
- 10.11 In compliance with the provisions of the Buy-Back Regulations, the Company shall not raise further capital for a period of one year from the closure of the Buy-Back offer except in discharge of its subsisting obligations.
- 10.12 The Company shall not issue any Ordinary Shares or other specified securities (including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Ordinary Shares) from the date of resolution passed by the Board of directors approving the proposed Buy-Back till the expiry of Buy-Back period in compliance with Regulation 24(i)(b) of the Buy-Back Regulations. Further, there are no instances of non-compliance with Regulation 24(i)(e) of the Buy-Back Regulations pertaining to the current Buy-Back Offer.
- 10.13 The Promoters shall not deal in the Shares of the Company, including any inter se transfer of shares amongst the promoters / promoter group for the period between the date of passing of the Board Resolution and the date of the closure of the Buy-Back Offer in accordance with the Buy-Back Regulations.
- 10.14 There are no defaults (either in past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company.
- 10.15 The Company is not undertaking the Buy-Back so as to delist its shares from the Stock Exchanges.
- 10.16 Salient financial parameters pursuant to the Buy-Back based on the audited standalone financial statements of the Company for the year ended March 31, 2024 are set out below:

Parameter	Pre-Buy-Back	Post-Buy-Back
Net worth (₹ in lakhs) ^a	48,352.70	44,472.95
Return on net worth (%) ^b	14.86%	15.50%
Earnings per Share (₹) ^c	115.33	118.79
Book value per Share (₹) ^d	803.62	761.28
Price/earnings ^e	13.03	12.65
Total debt / equity ratio ^f	0.02	0.02

Notes:

Pre and post Buy-Back calculations are based on audited standalone financial statements of the Company as on March 31, 2024. The post Buy-Back numbers are calculated by reducing the net worth by the proposed Buy-Back amount including tax (assuming full acceptance) excluding transaction costs without factoring in any impact on the statement of profit & loss.

a. For the above purpose, “net worth” means the aggregate value of the paid-up share capital and all reserves created out of the profits and credit balance of profit and loss account but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

b. Return on net worth is computed as profit for the year divided by average net worth.

c. Earnings per share (EPS) is calculated as profit for the year divided by number of shares pre Buy-Back. The post Buy-Back EPS is calculated as profit for the year divided by total number of shares post Buy-Back.

d. Book value per Share is calculated as pre Buy-Back net worth divided by total number of shares pre Buy-Back and post Buy-Back net worth divided by total number of shares post Buy-Back.

e. Price/Earnings is calculated on the closing market price of Shares on NSE as on Tuesday, May 28, 2024 i.e., date of publication of Public Announcement being ₹ 1,502.35 divided by Earnings per share pre and post Buy-Back respectively.

f. Total debt/equity ratio is calculated as total debt divided by net worth.

11. BASIS OF CALCULATING THE BUY-BACK OFFER PRICE

- 11.1 The Ordinary Shares of the Company are proposed to be bought back at a price of ₹ 1,800/- (Rupees One Thousand Eight Hundred Only) per Ordinary Share (“Buy-Back Offer Price”).
- 11.2 The Buy-Back Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the shares on the Stock Exchanges i.e. NSE and BSE, where the ordinary shares of the Company are listed, earnings per share, impact on the net worth of the Company, price earnings ratio and other financial parameters.
- 11.3 For trends in the Market price of the shares please refer to Paragraph 18.

11.4 The Buy-Back Offer Price represents:

- (i) Premium of **36.40%** and **36.07%** over the volume weighted average market price of the ordinary share on NSE and BSE, respectively, during the three months preceding May 21, 2024, being the date of intimation to the Stock Exchanges ("**Intimation Date**") for the Board Meeting to consider the proposal of the Buy-Back;
- (ii) Premium of **40.64%** and **40.65%** over the volume weighted average market price of the ordinary share on NSE and BSE, respectively, for two weeks preceding the Intimation Date;
- (iii) Premium of **22.25%** and **22.15%** over the closing price of the ordinary share on NSE and BSE, respectively, as on the Intimation Date; and
- (iv) Premium of **15.57%** and **15.46%** over the closing price of the ordinary share on NSE and BSE, respectively, as on May 23, 2024, being the immediately preceding trading day before the date of the Board Meeting held on May 24, 2024.

11.5 The closing price of the ordinary shares on NSE and BSE, as on May 18, 2024 being the trading day immediately preceding the date on which Company intimated NSE and BSE of the date of meeting of the Board of Directors wherein the proposal for the Buy-Back shall be considered was ₹ 1,322.30 and ₹ 1,319.00 respectively.

11.6 The Buy-Back Price is higher by 123.99% over the book value per Share as on March 31, 2024 of the Company on a standalone basis, which was ₹ 803.62 per Ordinary Share.

11.7 The basic EPS of the Company prior to the Buy-Back for the year ending March 31, 2024 was ₹ 115.33 per Ordinary Share on a standalone basis. Assuming full acceptance under the Buy-Back, the EPS of the Company will be ₹ 118.79 per Ordinary Share post the Buy-Back, on a standalone basis. Pre and post Buy-Back calculations are based on audited standalone financial statements of the Company as on March 31, 2024.

11.8 The return on net worth of the Company on a standalone basis was 14.86% as on March 31, 2024, which will increase to 15.50% post Buy-Back assuming full acceptance of the Buy-Back. Pre and post Buy-Back calculations are based on audited standalone financial statements of the Company as on March 31, 2024. The post Buy-Back numbers are calculated by reducing the net worth by the proposed Buy-Back amount including tax (assuming full acceptance) without factoring in any impact on the statement of profit and loss. Net worth excludes revaluation reserves.

11.9 The Company does not prepare consolidated financial statements.

12. SOURCES OF FUND FOR THE BUY-BACK

12.1 Assuming full acceptance, the funds that would be employed by the Company for the purpose of the Buy-Back of up to 1,75,000 (One lakh Seventy-Five Thousand) Ordinary Shares at a price of ₹ 1,800/- (Rupees One Thousand Eight Hundred Only) per Ordinary Share shall not exceed ₹ 31,50,00,000/- (Rupees Thirty-One Crores Fifty Lakhs Only) excluding transaction cost.

12.2 The funds for the Buy-Back will be sourced from internal accruals. The Company has confirmed that the funds for the implementation of the proposed Buy-Back will be sourced out of the free reserves of the Company (i.e., current surplus, cash balances, internal accruals, general reserve, retained earnings) and/or such other sources as may be permitted by the Buy-Back Regulations or the Act.

12.3 The Company shall transfer from its free reserves and/or such other sources as may be permitted by law, a sum equal to the nominal value of the ordinary shares so bought back to the capital redemption reserve account and details of such transfer shall be disclosed in the subsequent audited financial statements. The funds borrowed, if any, from banks and financial institutions will not be used for the Buy-Back.

13. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN

13.1 In accordance with Regulation 9(xi) of the Buy-Back Regulations, an escrow agreement ("**Escrow Agreement**") has been entered into amongst the Company, Manager to the Buy-Back and Escrow Agent on May 24, 2024.

13.2 In accordance with the Buy-Back Regulations and pursuant to the Escrow Agreement, the Company has opened an Escrow Account in the name and style "**CCL BUY-BACK OFFER - ESCROW**" bearing account number 924020030567118 with Axis Bank Limited ("**Escrow Agent**") having its branch at Shreeram AC Complex, 18/5 A, Raja Ram Mohan Roy Road, Behala Chowrasta, Kolkata – 700 008. In accordance with Regulation 9(xi) of the Buy-Back Regulations, the Company has deposited a sum of ₹ 7,87,50,000/- (Rupees Seven Crores Eighty-Seven Lakhs Fifty Thousand Only), being 25% of the consideration payable under the Buy-Back Offer in the Escrow Account. The Manager to the Buy-Back is empowered to operate the Escrow Account.

14. FIRM FINANCIAL ARRANGEMENT

14.1 M/s. Singhi & Co, Chartered Accountants, (Firm Registration No. 302049E) having their office at 161, Sarat Bose Road, Kolkata - 700 026, West Bengal, India, Telephone: (033) 2419 6000/01/02, E-mail ID: kolkata@singhico.com, have certified vide their certificate dated May 24, 2024 that the Company has adequate funds for the purpose of Buy-Back of up to 1,75,000 (One Lakh Seventy-Five Thousand) Ordinary Shares at ₹ 1,800/- (Rupees One Thousand Eight Hundred Only) per Ordinary Share.

14.2 Based on the aforementioned certificate, the Manager to the Buy-Back confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buy-Back are in place and that the Company has the ability to implement the Buy-Back in accordance with the Act and the Buy-Back Regulations.

15. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

15.1 The present and the post-Buy-Back (assuming full acceptance) capital structure of the Company are set forth below:

Particulars	Present	Post completion of Buy-Back
Authorised Share Capital	₹ 7,00,00,000/- (70,00,000 Ordinary Shares of face value of ₹ 10/- each)	₹ 7,00,00,000/- (70,00,000 Ordinary Shares of face value of ₹ 10/- each)
Issued, Subscribed and Paid-Up Ordinary Share Capital	₹ 6,01,68,750/- * (60,16,875 Ordinary Shares of face value of ₹ 10/- each)	₹ 5,84,18,750/- * (58,41,875 Ordinary Shares of face value of ₹ 10/- each)

* Includes amount of ₹ 35,000/- originally paid up on 7,000 Ordinary Shares forfeited by the Company.

15.2 The details of the Buy-Back of Securities undertaken by the Company in the last 3 (three) years is as under:

Year in which the Buy-Back closed	Date of opening of previous Buy-Back Tendering Period	Date of closing of previous Buy-Back Tendering Period	No. of shares bought back	Amount utilised (₹)	Method of Buy-Back
2021-2022	January 10, 2022	January 21, 2022	2,50,000	43,12,50,000/-	Tender Offer

15.3 The Company confirms that as on the date of this Letter of Offer:

- all Ordinary Shares are fully paid-up and there are no partly-up shares or calls-in-arrears;
- the Company does not have any preference shares or convertible securities;
- there is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Act;
- the Company shall not Buy-Back till the pendency of any lock-in or till the shares become transferable.

15.4 The shareholding pattern of the Company before and after the completion of the Buy-Back is set out below:

Particulars	Pre-Buy-Back *		Post-Buy-Back #	
	Number of Shares	% of Shareholding	Number of Shares	% of Shareholding
Promoters and persons acting in concert (collectively "the Promoters")	45,02,294	74.8278	43,81,799	75.0067
Foreign Investors (including Non-Resident Indians, FIs and Foreign Mutual funds)	59,387	0.9870		
Financial Institutions / Banks / Mutual Funds	8,892	0.1478	14,60,076	24.9933
Others (Public, Public Bodies Corporate etc.)	14,46,302	24.0374		
Total	60,16,875	100.0000	58,41,875	100.0000

* As on June 14, 2024

Assuming full acceptance of Ordinary Shares in the Buy-Back as per the Buy-Back Entitlement.

15.5 No shares or other specified securities in the Company were either purchased or sold (either through the Stock Exchange or off-market transactions) by any of the a) Promoters and Members of the Promoter Group and persons in control of the Company; (b) Directors and Key Managerial Personnel of the Company; (c) Directors of the Promoter Group Companies, during a period of 6 (six) months preceding the date of the Board Meeting at which the Buy-Back was approved and during a period of 12 (twelve) months preceding the date of Public Announcement and from the date of the Board Meeting till the date of this Letter of Offer.

16. BRIEF INFORMATION ABOUT THE COMPANY

16.1 The Company was incorporated on 27th day of December, 1897 in the name of Delta Jute Mills Company Limited (DJML). Subsequently, the name of DJML was changed to Budge Budge Amalgamated Mills Limited (BBAML) with effect from 11th day of January, 1968. The name of BBAML was changed to Cheviot Company Limited w.e.f. 1st day of September, 1976. The CIN of Cheviot Company Limited is L65993WB1897PLC001409. The Ordinary Shares are listed on both the NSE (Symbol: Cheviot) and BSE (Code: 526817) and has a marketable lot of 1 (one) Ordinary Share. The ISIN of the Company is INE974B01016.

16.2 The registered office of the Company is at 24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata 700 016 Contact No.: +91 8232087911/12/13, Email ID: cheviot@chevijute.com and Website: <https://www.cheviotgroup.com>.

16.3 The Company manufactures jute products and jute fabrics with flexibility to cater to both domestic and international market. The Company is renowned for manufacturing superior quality technical jute fabrics for export market. The manufacturing facilities of the Company are located at 19, Mehta Road, Bade Kalinagar, Budge Budge – 700137 and Sector II, Falta Special Economic Zone, Falta 24-Parganas (South), PIN 743504, both in the State of West Bengal, India. Cheviot Company Limited was recognised as a **THREE STAR EXPORT HOUSE** by the Government of India.

16.4 Performance of the Company in brief:

- The Company achieved a growth of 27.42% in the profit for the year which stood at ₹ 6,939.38 Lakhs for the year ended March 31, 2024 as against ₹ 5,446.12 Lakhs for the year ended March 31, 2023;
- Further, the net worth of ₹ 48,352.70 Lakhs for the year ended March 31, 2024 shows a growth of 7.34% over the net worth of ₹ 45,046.34 Lakhs reported in previous year ended March 31, 2023.

- 16.5 The current authorised Ordinary Share capital of the Company consists of 70,00,000 (Seventy Lakhs) Ordinary Shares of face value of ₹ 10/- each, amounting to ₹ 7,00,00,000/- (Rupees Seven Crores only). The total paid-up Ordinary Share Capital of the Company is ₹ 6,01,68,750/- (includes an amount of ₹ 35,000/- originally paid-up on 7,000 Ordinary Shares forfeited by the Company) (Rupees Six Crores One Lakh Sixty-Eight Thousand Seven Hundred Fifty Only) represented by 60,16,875 (Sixty Lakhs Sixteen Thousand Eight Hundred Seventy-Five) fully paid-up Ordinary Shares of face value of ₹ 10/- each.
- 16.6 The history of the Share Capital of the Company is set out below:

Date	Nature of Transaction	Face Value (₹)	Number of shares issued	Cumulative Shares Capital	Nominal Value (₹)	Cumulative Paid-up share capital (₹)
Opening Balance as on 1-1-1995		10	10,14,500	10,14,500	1,01,45,000	1,01,45,000
24-1-1995	Public Issue	10	20,00,000	30,14,500	2,00,00,000	3,01,45,000
24-3-2004	Shares forfeited	10	(7,000)	30,07,500	(35,000)	3,01,10,000*
23-09-2006	Bonus Issue	10	15,03,750	45,11,250	1,50,37,500	4,51,47,500*
13-09-2017	Buy-Back Offer	10	(2,00,000)	43,11,250	(20,00,000)	4,31,47,500*
31-08-2018	Bonus Issue	10	21,55,625	64,66,875	2,15,56,250	6,47,03,750*
13-11-2020	Buy-Back Offer	10	(2,00,000)	62,66,875	(20,00,000)	6,27,03,750*
02-02-2022	Buy-Back Offer	10	(2,50,000)	60,16,875	(25,00,000)	6,02,03,750*

* Includes amount of ₹ 35,000/- originally paid up on 7,000 Ordinary Shares forfeited by the Company.

- 16.7 The Company is currently listed on both NSE and BSE. The shares of the Company were listed on NSE and BSE w.e.f. June 20, 2022 and September 25, 2000 respectively.
- 16.8 The details regarding the Board of Directors as on the date of the Public Announcement i.e. May 27, 2024:

Sl. No.	Name, DIN, Qualification, Occupation, Age (in years)	Designation	Date of Appointment / Re-appointment	Other Directorships
1	Mr. Harsh Vardhan Kanoria DIN: 00060259 Qualification: Graduate Occupation: Industrialist Age: 68 years	Chairman and Managing Director, Chief Executive Officer	01-08-2020	1. Abhyadoot Finance and Investments Private Limited; 2. Cheviot Agro Industries Private Limited; 3. Elite (India) Private Limited; 4. Harsh Investments Private Limited; 5. Jay Shree Tea and Industries Limited.
2	Mr. Abhishek Murarka DIN: 00118310 Qualification: Graduate Occupation: Service Age: 47 years	Wholetime Director	25-05-2023	1. Cheviot Agro Industries Private Limited.
3	Mr. Utkarsh Kanoria DIN: 06950837 Qualification: Graduate Occupation: Industrialist Age: 32 years	Wholetime Director	24-05-2017	1. Harsh Investments Private Limited; 2. Indian Jute Mills Association.
4	Mr. Deo Kishan Mohta DIN: 00060170 Qualification: Graduate, LLB, FCS Occupation: Professional Age: 71 years	Independent Director	01-04-2024	None
5	Mrs. Malati Kanoria DIN: 00253241 Qualification: Graduate Occupation: Business Age: 67 years	Non-Executive Director	09-05-2014	1. Abhyadoot Finance and Investments Private Limited; 2. Cheviot Agro Industries Private Limited; 3. Cheviot International Limited; 4. Elite (India) Private Limited; 5. Harsh Investments Private Limited.
6	Mrs. Rashmi Prashad DIN: 00699317 Qualification: Graduate Occupation: Business Age: 63 years	Independent Director	01-04-2019	1. Chalsa Investments Private Limited; 2. Kalchini Enterprises Limited.
7	Mr. Sutirtha Bhattacharya DIN: 00423572 Qualification: Graduate, IAS Occupation: 1985-Batch IAS (Retd.) Age: 66 years	Independent Director	01-04-2024	None

8	Mr. Siddharth Jhajharia DIN: 01385496 Qualification: B. Com, FCA Occupation: Professional Age: 50 years	Independent Director	01-04-2024	1. Devina Abasan Private Limited 2. Exclusive Supply Private Limited 3. Goldenheart Realtors Private Limited 4. Improved Realtors Private Limited 5. Jhilm Realtors Private Limited 6. Jwalamata Realtors Private Limited 7. Kalpeshwar Realtors Private Limited 8. Maestro Hotels and Resorts Private Limited 9. Mahishmardini Griha Nirman Private Limited 10. Mathuranaresh Apartments Private Limited 11. Medha Real Estates Private Limited 12. Real Griha Nirman Private Limited 13. Shivgamani Construction Private Limited 14. Sudhakar Supply Private Limited 15. Wonder Distributor Private Limited 16. Xellent Hi Rise Private Limited 17. Yamuna Hi Rise Private Limited
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16.9 The following changes have taken place in the Board of Directors of the Company during the last three years:

Name of the Director	DIN	Designation	Date	Nature of change
Mr. Abhishek Murarka	00118310	Wholetime Director	25-05-2023	Appointment
Mr. Deo Kishan Mohta	00060170	Independent Director	01-04-2024	Appointment
Mr. Siddharth Jhajharia	01385496	Independent Director	01-04-2024	Appointment
Mr. Sutirtha Bhattacharya	00423572	Independent Director	01-04-2024	Appointment
Mr. Navin Nayar	00136057	Independent Director	31-03-2024	Cessation on Tenure Completion
Mr. Padam Kumar Khaitan	00019700	Independent Director	31-03-2024	Cessation on Tenure Completion
Mr. Sushil Dhandhanian	00181159	Independent Director	31-03-2024	Cessation on Tenure Completion

16.10 The Buy-Back will not result in any benefit to the Promoters, Members of the Promoter Group, persons in control of the Company or any Director of the Company, except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buy-Back Offer in their capacity as Eligible Shareholders of the Company and the change in their shareholding as per the response received in the Buy-Back, as a result of the extinguishment of ordinary shares which will lead to reduction in the ordinary share capital post Buy-Back.

16.11 No action has been taken by SEBI in the past against the Promoters, members of the Promoter Group or Directors of the Company.

17. FINANCIAL INFORMATION ABOUT THE COMPANY

17.1 The Company has prepared its audited standalone financial statements for the financial year ended March 31, 2024, in accordance with the Indian Accounting Standards (“**IND AS**”) as prescribed by the Ministry of Corporate Affairs pursuant to Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

17.2 The salient features of the financial information of the Company as extracted from the audited standalone financial statements of the Company for the last three financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 are set out below:

[₹ in Lakhs]

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Total Income	50,780.33	57,431.00	59,363.29
Total expenses (excluding finance cost, depreciation and amortisation expense)	41,592.57	49,811.87	48,704.15
Finance cost	36.76	34.04	42.57
Depreciation and amortisation expense	660.64	438.64	436.33
Profit before tax	8,490.36	7,146.45	10,180.24
Tax expense	1,550.98	1,700.33	2,245.37
Profit for the year	6,939.38	5,446.12	7,934.87
Paid-up Share Capital	602.04	602.04	602.04
Reserves and Surplus ^a	47,750.66	44,444.30	41,499.02
Net worth ^a	48,352.70	45,046.34	42,101.06
Total debt ^b	876.70	625.38	771.85

^a Excluding reserves created out of revaluation of assets.

^b Total Debt comprises of long term borrowings, short term borrowings and current maturities of term loan.

- 17.3 The financial ratios of the Company as extracted from the audited standalone financial statements of the Company for the last three financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 are set out below:

[₹ in Lakhs]

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Earnings per share (In ₹)	115.33	90.51	127.40
Book Value per share	803.62	748.67	699.72
Return on net worth (%) ^a	14.86	12.50	17.20
Debt equity ratio	0.02	0.01	0.02
Total debt / net worth	0.02	0.01	0.02

^a Return on net worth is computed as profit for the year (after tax) divided by average net worth.

- 17.4 The Company confirms that it will comply with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if applicable.
- 17.5 The Company confirms that it has complied with the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Act, as applicable for Buy-Back of shares.

18. STOCK MARKET DATA

- 18.1 The Ordinary Shares of the Company are currently listed and traded on the NSE and BSE. The ordinary shares are currently traded under the Symbol “Cheviot” at NSE and Scrip Code “526817” at BSE.
- 18.2 The high, low and average market price of the shares in the last three completed financial years (April to March period) and the monthly high, low and average market prices for the 6 (six) months preceding the date of the Public Announcement, and the corresponding volumes on NSE and BSE are set out below:

Financial Year	High			Low			Average (₹) [§]	No. of shares traded
	High (₹) [§]	Date of High	No. of shares traded	Low (₹) [§]	Date of Low	No. of shares traded		
Last three completed financial years (April to March period) on NSE								
2023-2024	1,626.70	12-12-2023	2,37,306	979.00	03-04-2023	2,717	1,250.60	18,32,670
2022-2023 [#]	1,499.85	02-08-2022	24,231	960.30	29-03-2023	8,713	1,177.61	5,63,615
2021-2022	The Company was not listed on NSE during the Financial Year 2021-2022							
Month	High			Low			Average (₹) [§]	No. of shares traded
	High (₹) [§]	Date of High	No. of shares traded	Low (₹) [§]	Date of Low	No. of shares traded		
Preceding 6 (Six) Months on NSE								
April 2024	1,362.00	30-04-2024	8,438	1,250.55	01-04-2024	3,411	1,306.07	70,949
March 2024	1,431.95	07-03-2024	16,973	1,240.00	27-03-2024	4,717	1,307.21	90,882
February 2024	1,500.00	01-02-2024	5,623	1,327.55	14-02-2024	2,524	1,400.90	89,729
January 2024	1,552.75	19-01-2024	26,456	1,402.35	18-01-2024	6,157	1,463.49	2,71,858
December 2023	1,626.70	12-12-2023	2,37,306	1,206.25	08-12-2023	45,600	1,381.40	7,63,934
November 2023	1,281.00	07-11-2023	9,194	1,206.75	03-11-2023	2,539	1,237.83	88,857

Source: www.nseindia.com

[§]High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.

[#]The ordinary shares of the Company were listed on the NSE w.e.f. 20-06-2022.

Financial Year	High			Low			Average (₹) [§]	No. of shares traded
	High (₹) [§]	Date of High	No. of shares traded	Low (₹) [§]	Date of Low	No. of shares traded		
Last three completed financial years (April to March period) on BSE								
2023-2024	1,626.45	12-12-2023	18,898	990.00	03-04-2023	286	1,250.52	2,77,171
2022-2023	1,485.00	02-08-2022	4,378	966.00	29-03-2023	1,728	1,185.06	3,09,365
2021-2022	2,055.55	13-07-2021	55,259	710.05	22-04-2021	1,577	1,258.23	25,98,933
Month	High			Low			Average (₹) [§]	No. of shares traded
	High (₹) [§]	Date of High	No. of shares traded	Low (₹) [§]	Date of Low	No. of shares traded		
Preceding 6 (Six) Months on BSE								
April 2024	1,356.10	30-04-2024	601	1,205.05	15-04-2024	457	1,304.72	8,385
March 2024	1,468.95	11-03-2024	503	1,236.25	27-03-2024	449	1,305.99	12,471
February 2024	1,504.00	07-02-2024	366	1,335.00	29-02-2024	294	1,399.25	14,710
January 2024	1,562.50	30-01-2024	8,040	1,392.90	18-01-2024	906	1,463.82	42,939
December 2023	1,626.45	12-12-2023	18,898	1,170.05	08-12-2023	10,939	1,381.50	97,395
November 2023	1,279.00	08-11-2023	347	1,201.65	30-11-2023	662	1,237.45	12,555

Source: www.bseindia.com

[§]High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.

- 18.3 Notice of the Board Meeting convened to consider the proposal of the Buy-Back was given to NSE and BSE on Tuesday, May 21, 2024. The Board, at its meeting held on Friday, May 24, 2024, approved the proposal for Buy-Back at a price of ₹ 1,800/- (Rupees One Thousand Eight Hundred Only) per Ordinary Share and the intimation was sent to both NSE and BSE on the same day. The closing market price of the Shares on NSE and BSE, during this period, are summarised below:

Event	Date	Share Price at NSE (₹)			
		Open	High	Low	Close
1 Trading day prior to notice of Board Meeting	18-05-2024	1,328.00	1,330.00	1,305.00	1,322.30
Notice of the Board Meeting convened to consider the proposal of the Buy-Back	21-05-2024	1,330.00	1,498.40	1,303.30	1,472.45
1 Trading Day Post-Notice of Board Meeting	22-05-2024	1,503.85	1,534.45	1,491.35	1,501.40
1 Trading Day Prior to Board Meeting	23-05-2024	1,510.00	1,576.95	1,489.60	1,557.45
Board Meeting Date	24-05-2024	1,560.00	1,619.00	1,455.00	1,461.40
1 Trading Day Post-Board Meeting	27-05-2024	1,499.75	1,517.00	1,474.35	1,488.60


Event	Date	Share Price at BSE (₹)			
		Open	High	Low	Close
1 Trading day prior to notice of Board Meeting	18-05-2024	1,318.00	1,319.00	1,303.90	1,319.00
Notice of the Board Meeting convened to consider the proposal of the Buy-Back	21-05-2024	1,308.55	1,490.00	1,308.55	1,473.55
1 Trading Day Post-Notice of Board Meeting	22-05-2024	1,514.90	1,539.00	1,493.00	1,503.55
1 Trading Day Prior to Board Meeting	23-05-2024	1,530.00	1,589.55	1,490.00	1,558.95
Board Meeting Date	24-05-2024	1,573.90	1,619.20	1,455.00	1,461.55
1 Trading Day Post-Board Meeting	27-05-2024	1,490.85	1,515.00	1,470.90	1,488.35

19. DETAILS OF THE STATUTORY APPROVALS

- 19.1 The Buy-Back Offer is subject to approval, if any, required under the provisions of the Act, the Buy-Back Regulations and/or such other applicable rules and regulations for the time being in force.
- 19.2 The Board of Directors at their meeting held on May 24, 2024, approved the proposal for Buy-Back.
- 19.3 The Buy-Back from Non-Resident Shareholders, erstwhile overseas corporate bodies and other applicable categories will be subject to such approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder. The Company reserves the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.
- 19.4 As on date, there is no other statutory or regulatory approval required to implement the Buy-Back Offer, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buy-Back will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approval, changes to the proposed schedule of activities of the Buy-Back Offer, if any, shall be intimated to both NSE and BSE.

20. DETAILS OF THE REGISTRAR TO THE BUY-BACK AND COLLECTION CENTRE

- 20.1 Eligible Shareholders holding shares in physical form, who wish to tender their Shares in the Buy-Back can send either themselves or through Shareholder Broker by registered post or courier or hand deliver the Tender Form, TRS generated by the exchange bidding system upon placing of Bid along with all relevant documents by super scribing the envelope as “**Cheviot Company Limited Buy-Back Offer 2024**”, to the Registrar to the Buy-Back at their office address as set out below, so that the same are received on or before the Buy-Back Closing Date i.e., Wednesday, June 26, 2024 by 5:00 p.m. (IST):

	<p>Maheshwari Datamatics Private Limited CIN: U20221WB1982PTC034886 SEBI REGN No.: INR000000353 Validity of Registration: Permanent (Contact Person: Mr. S.K. Chaubey) 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001 Tel. No.: 033 2248 2248; Email ID: mdpldc@yahoo.com Website: www.mdpl.in</p>
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In case of any grievance or assistance, please contact the Registrar to the Buy-Back on any day except holidays between 10.00 a.m. and 5.00 p.m.

- 20.2 **ELIGIBLE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUY-BACK.**

21. PROCESS AND METHODOLOGY FOR THE BUY-BACK

- 21.1 The Company proposes to Buy-Back up to 1,75,000 (One Lakh Seventy-Five Thousand) Ordinary Shares representing 2.91% of the total number of Ordinary Shares in the total paid-up Ordinary Share Capital of the Company, at a price of ₹ 1,800/- (Rupees One Thousand Eight Hundred Only) per Ordinary Share, payable in cash, for an aggregate consideration not exceeding ₹ 31,50,00,000/- (Rupees Thirty-One Crores Fifty Lakhs Only) excluding transaction costs constituting 6.52% of the total paid-up ordinary share capital and free reserves of the Company as on March 31, 2024 (the latest audited standalone financial statements available as on the date of Board Meeting approving the Buy-Back), from the Eligible Shareholders, on a proportionate basis through the Tender Offer route, in accordance with Article 83 of the Articles of Association of the Company, the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Act, the relevant rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable, and the Buy-Back Regulations. The Buy-Back is subject to the receipt of approvals, permissions and sanctions as may be required, including but not limited to SEBI, NSE and BSE.
- 21.2 The Company expresses no opinion as to whether Eligible Shareholders should participate in Buy-Back and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in Buy-Back.
- 21.3 The aggregate shareholding of the Promoters and Promoter Group as of the date of the Public Announcement is 45,02,294 (Forty-Five Lakhs Two Thousand Two Hundred Ninety-Four) Ordinary Shares which represents 74.8278% of the existing total paid-up ordinary share capital of the Company. In terms of the Buy-Back Regulations, under the Tender Offer, the Promoters and Promoter Group, being in control of the Company, have an option to participate in the Buy-Back. In this regard, the Promoters and Promoter Group have expressed their intention vide their letters dated Thursday, May 23, 2024 to participate in the Buy-Back Offer and may tender up to their aggregate maximum shareholding or such lower number of Shares in accordance with the provisions of the Buy-Back Regulations.
- 21.4 Assuming acceptance of all Shares tendered in the Buy-Back from the Eligible Shareholders up to their respective Buy-Back Entitlement, the shareholding of the Promoters and Promoter Group after the completion of the Buy-Back will increase to 75.0067% of the post-Buy-Back total paid-up Ordinary Share capital of the Company. Also, if none of the public shareholders participate and only the Promoters and Promoter Group participates in the Buy-Back Offer, the Promoters and Promoter Group shareholding will reduce to 74.0737% of the total paid up Ordinary Share capital of the Company.

Record Date and Ratio of Buy-Back as per the Buy-Back Entitlement in each Category:

- 21.5 The Company had fixed Friday, June 14, 2024 as the Record Date for the purpose of determining the Buy-Back Entitlement and the names of the Shareholders, who are eligible to participate in the Buy-Back.
- 21.6 The Shares to be bought back pursuant to the Buy-Back are divided into 2 (two) categories:
- 21.6.1 Reserved category for Small Shareholders ("**Reserved Category**"); and
- 21.6.2 General category for all other Eligible Shareholders ("**General Category**").
- 21.7 As defined in Regulation 2(i)(n) of the Buy-Back Regulations, a "**Small Shareholder**" is a shareholder who holds ordinary shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such ordinary shares as on Record Date, is not more than ₹ 2,00,000/- (Rupees Two Lakh Only). As on the Record Date the closing price on NSE and BSE was ₹ 1,515.95 and ₹ 1,513.75, respectively per Ordinary Share. Accordingly, all Eligible Shareholders holding not more than 131 Ordinary Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buy-Back.
- 21.8 Based on the aforementioned definition, there are 60,891 Small Shareholders of the Company with an aggregate shareholding of 4,59,499 Shares as on the Record Date, which constitutes 7.64% of total paid-up share capital of the Company and 262.57% of maximum number of Shares which are proposed to be bought back as part of this Buy-Back.
- 21.9 In accordance with Regulation 6 of the Buy-Back Regulations, the reservation for the Small Shareholders will be the higher of:
- 21.9.1 15% of the number of Shares which the Company proposes to Buy-Back i.e. 15% of 1,75,000 (One Lakh Seventy-Five Thousand) Ordinary Shares which is 26,250 (Twenty-Six Thousand Two Hundred Fifty) Ordinary Shares; or
- 21.9.2 The number of Shares entitled as per their shareholding as on the Record Date.
- 21.10 All the outstanding Shares have been used for computing the Buy-Back Entitlement of Small Shareholders since the Promoters and Promoter Group also intend to participate in the Buy-Back.
- 21.11 Based on the above analysis and in accordance with Regulation 6 of the Buy-Back Regulations, 26,250 Ordinary Shares have been reserved for the Small Shareholders ("**Reserved Portion**") and accordingly, the General Category for all other Eligible Shareholders shall consist of 1,48,750 Ordinary Shares ("**General Portion**").

21.12 Based on the above Buy-Back Entitlements, the ratio of Buy-Back for both categories is set out below:

Category of Eligible Shareholder	Ratio of Buy-Back (i.e. Buy-Back Entitlement)*
Reserved category for Small Shareholders	105 Ordinary Shares for every 1,838 Ordinary Shares held on the Record Date
General category for all other Eligible Shareholders	11 Ordinary Shares for every 411 Ordinary Shares held on the Record Date

Fractional Entitlements

21.13 If the Buy-Back Entitlement under the Buy-Back, after applying the abovementioned ratios to the Shares held on Record Date is not in the multiple of one Share, then the fractional entitlement shall be ignored for computation of Buy-Back Entitlement to tender Shares in the Buy-Back for both categories of Eligible Shareholders.

21.14 On account of ignoring the fractional entitlement, those Small Shareholders who hold 17 or less Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders may tender Additional Shares as part of the Buy-Back and will be given preference in the Acceptance of one Share, if such Small Shareholders have tendered Additional Shares.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board (which includes Committee thereof) will have the authority to decide such final allocation with respect to such rounding-off or any excess of Shares or any shortage of Shares after allocation of Shares as set out in the process described in Paragraph 21 of this Letter of Offer.

Basis of Acceptance of Shares validly tendered in the Reserved Category for Small Shareholders

21.15 Subject to the provisions contained in this Letter of Offer, the Company will accept the Shares tendered in the Buy-Back by the Small Shareholders in the Reserved Category in the following order of priority:

21.15.1 Acceptance of 100% Shares from Small Shareholders in the Reserved Category, who have validly tendered their Shares to the extent of their Buy-Back Entitlement or the number of Shares tendered by them, whichever is less.

21.15.2 After the acceptance as described in Paragraph 21.15.1 above, in case there are any Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Share (on account of fractional entitlement) and have tendered Additional Shares as part of the Buy-Back, shall be given preference and one Share each from such Additional Shares shall be bought back in the Reserved Category.

21.15.3 After the acceptance as described in Paragraph 21.15.2 above, in case there are any Shares left to be bought back in the Reserved Category, the Additional Shares tendered by the Small Shareholders over and above their Buy-Back Entitlement, shall be accepted in proportion of the Additional Shares tendered by them and the Acceptance per Small Shareholder shall be made in accordance with the Buy-Back Regulations. Valid Acceptances per Small Shareholder shall be equal to the Additional Shares validly tendered by the Small Shareholder divided by the total Additional Shares validly tendered and multiplied by the total pending number of Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Shares taken into account for such Small Shareholders, from whom one Share has been accepted in accordance with the Paragraph 21.15.2, shall be reduced by one.

Adjustment for fractional results in case of proportionate Acceptance, as described above:

21.16 For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not a multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

21.17 For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board (which includes Committee thereof) will have the authority to decide such final allocation with respect to such rounding-off or any excess of Shares or any shortage of Shares after allocation of Shares as set out in the process described in Paragraph 21 of this Letter of Offer.

Basis of Acceptance of Shares validly tendered in the General Category

21.18 Subject to the provisions contained in the Letter of Offer, the Company will accept the Shares tendered in the Buy-Back by all other Eligible Shareholders in the General Category in the following order of priority:

21.18.1 Acceptance of 100% Shares from other Eligible Shareholders in the General Category who have validly tendered their Shares, to the extent of their Buy-Back Entitlement, or the number of Shares tendered by them, whichever is less.

21.18.2 After the Acceptance as described in Paragraph 21.18.1 above, in case there are any Shares left to be bought back in the General Category, the Additional Shares tendered by the other Eligible Shareholders over and above their Buy-Back Entitlement shall be accepted in proportion of the Additional Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Buy-Back Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Shares validly tendered by the Eligible Shareholders divided by the total Additional Shares validly tendered in the General Category and multiplied by the total pending number of Shares to be Accepted in General Category.

Adjustment for fractional results in case of proportionate acceptance as described above:

21.19 For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

21.20 For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board (which includes Committee thereof) will have the authority to decide such final allocation with respect to such rounding-off or any excess of Shares or any shortage of Shares after allocation of Shares as set out in the process described in Paragraph 21 of this Letter of Offer.

Basis of Acceptance of Shares between categories

21.21 In the event there are any Shares left to be bought back in one category (“**Partially Filled Category**”) after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Shares in the second category, then the Additional Shares in the second category shall be Accepted proportionately (i.e., valid Acceptances per Eligible Shareholder shall be equal to additional outstanding Shares validly tendered by a Eligible Shareholder in second category divided by total additional outstanding Shares validly tendered in second category and multiplied by the total pending number of Shares to be bought back in the Partially Filled Category).

21.22 In the event Partially Filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Shares tendered by such Small Shareholders, from whom one Share has been Accepted in accordance with “Basis of Acceptance of Shares validly tendered in the Reserved Category for Small Shareholders” will be reduced by one Share and shall be eligible for priority acceptance of one Share before acceptance in paragraph 21.21 out of the Shares left to be bought back in the Partially Filled Category, provided no Acceptance could take place from such shareholder in accordance with paragraph 21.15.

21.23 A Small Shareholder who has received a Tender Form with zero Buy-Back Entitlement and who has tendered Additional Shares shall be eligible for priority Acceptance of one Share before Acceptance, as mentioned above, out of the Shares left to be bought back in the General Category, provided no Acceptance could take place from such Small Shareholder in accordance with the section entitled “Basis of Acceptance of Shares validly tendered in the Reserved Category for Small Shareholders”.

Adjustment for fractional results for both small category and general category in case of proportionate Acceptance, as described above:

21.24 For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not a multiple of one and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

21.25 For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

21.26 The Shares tendered by any Eligible Shareholder over and above the number of Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.

21.27 In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board (which includes Committee thereof) will have the authority to decide such final allocation with respect to such rounding-off or any excess of Shares or any shortage of Shares after allocation of Shares as set out in the process described in Paragraph 21 of this Letter of Offer.

Miscellaneous

21.28 For avoidance of doubt, it is clarified that:

21.28.1 The Shares accepted under the Buy-Back from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Shares tendered by the respective Eligible Shareholder;

21.28.2 The Shares accepted under the Buy-Back from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Shares held by respective Eligible Shareholder as on the Record Date; and

21.28.3 The Shares tendered by any Eligible Shareholder over and above the number of Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board (which includes Committee thereof) will have the authority to decide such final allocation with respect to such rounding-off or any excess of Shares or any shortage of Shares after allocation of Shares as set out in the process described in Paragraph 21 of this Letter of Offer.

21.29 **Clubbing of Entitlement:** In accordance with Regulation 9(ix) of the Buy-Back Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Ordinary Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Reserved Category for Small Shareholder or General Category) and the Buy-Back Entitlement. In case of joint shareholding, the Ordinary Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buy-Back will check the sequence of the names of the joint holders and club together the Ordinary Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Ordinary Shares are held for different schemes/sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buy-Back as per the shareholder records received from the Depositories. Further, the Ordinary Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body - broker” as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Ordinary Shares are assumed to be held on behalf of clients.

22. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

22.1 The Buy-Back is open to all Eligible Shareholders, i.e., the shareholders who hold Ordinary Shares either in physical form (“**Physical Shares**”) and the beneficial owners holding Ordinary Shares in the dematerialised form (“**Demat Shares**”) as at the close of business hours on **Friday, June 14, 2024** being the “**Record Date**”. The Company proposes to implement the Buy-Back through the tender offer process, on a proportionate basis.

22.2 The Letter of Offer and Tender Form(s), outlining the terms of the Buy-Back and additional disclosures as specified in the Buy-Back Regulations, shall be dispatched only through electronic modes to Eligible Shareholders who have registered their email IDs with the Company/Registrar/Depositories. Alternatively, Eligible Shareholders can also download this Letter of Offer, the Tender Form(s) and other material relating to the Buy-Back Offer from the website(s) of the Company i.e., <https://www.cheviotgroup.com>, the Registrar to the Buy-Back i.e., <https://www.mdpl.in> and the Manager to the Buy-Back i.e., <https://www.vccorporate.com>.

The dispatch of this Letter of Offer shall be through electronic mode in accordance with the provisions of the Act, within two working days from the Record Date. However, in the case of receipt of a request from any Eligible Shareholder to receive a copy of Letter of Offer in physical form on or before the Buy-Back Closing Date i.e., Wednesday, June 26, 2024, the same shall be provided.

22.3 The Company will not accept any Share offered in the Buy-Back which is under any restraint order of a court any other competent authority for transfer / disposal / sale or where loss of share certificates has been notified to the Company or where the title to the Shares is under dispute or is otherwise not clear and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or where any other restraint subsists or otherwise. In accordance with Regulation 24(v) of the Buy-Back Regulations, the Company shall not Buy-Back the locked-in Shares and non-transferable Shares till the pendency of the lock-in or till the Shares become transferable.

22.4 Eligible Shareholders will have to transfer their Shares from the same demat account in which they were holding such Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buy-Back and such tendered Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buy-Back. The Board (which includes Committee thereof) will have the authority to decide such final allocation in case of non-receipt of sufficient proof from such Eligible Shareholder(s).

22.5 As disclosed in Paragraph 21 (Process and Methodology for the Buy-Back) above, the Shares proposed to be bought as a part of the Buy-Back are divided into 2 (two) categories viz. (i) Reserved Category for Small Shareholders and (ii) the General Category for other Eligible Shareholders. The Buy-Back Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.

22.6 After accepting the Shares tendered on the basis of Buy-Back Entitlement, Shares left to be bought as a part of the Buy-Back, if any, in one category shall first be accepted, in proportion to the Shares tendered, over and above their Buy-Back Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buy-Back Entitlement, in any other category.

- 22.7 Eligible Shareholders' participation in the Buy-Back is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Shares accepted under the Buy-Back, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buy-Back, without any additional investment. Eligible Shareholders may also tender a part of their Buy-Back Entitlement. Eligible Shareholders also have the option of tendering Additional Shares (over and above their Buy-Back Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The Acceptance of any Shares tendered in excess of the Buy-Back Entitlement by the Eligible Shareholder shall be in terms of procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buy-Back Offer for any reason, the Company, the Manager and Registrar to the Buy-Back and their officers shall not be liable in any manner for such non-participation.
- 22.8 The maximum tender of Shares under the Buy-Back by any Eligible Shareholder cannot exceed the number of Shares held by such Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Shares held in that demat account.
- 22.9 The Company will accept Shares validly tendered for the Buy-Back by the Eligible Shareholders, on the basis of their Buy-Back Entitlement as on the Record Date and also Additional Shares, if any tendered by Eligible Shareholders will be accepted as per paragraphs mentioned above.
- 22.10 The Buy-Back shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified under the SEBI Circulars and in accordance with the procedure prescribed in the Companies Act, the Buy-Back Regulations, circulars or notices issued by the NSE and BSE, and as may be determined by the Board (which includes Committee thereof) or any person(s) authorised by the Board to complete the formalities of the Buy-Back on such terms and conditions as may be permitted by law from time to time.

THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUY-BACK, SHALL NOT INVALIDATE THE BUY-BACK OFFER IN ANY WAY.

- 22.11 In case of non-receipt of the Letter of Offer and/or the Tender Form(s):

22.11.1 In case the Eligible Shareholder holds Shares in dematerialised form:

If Eligible Shareholder(s) who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or e-mail id mentioned at the cover page of the Letter of Offer stating name, address, number of Shares held on Record Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buy-Back by downloading the Tender Form from the website(s) of the Company (<https://www.cheviotgroup.com>), the Registrar to the Buy-Back (<https://www.mdpl.in>), the Stock Exchanges viz. NSE (<https://www.nseindia.com>) and BSE (<https://www.bseindia.com>) or the Manager to the Buy-Back (<https://www.vccorporate.com>) or by providing his / her / its application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name and address of Eligible Shareholders, number of Ordinary Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Ordinary Shares tendered for the Buy-Back. An Eligible Shareholder may participate in the Buy-Back through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Ordinary Shares they intend to tender under the Buy-Back.

22.11.2 In case the Eligible Shareholder holds Shares in physical form:

An Eligible Shareholder may participate in the Buy-Back by downloading the Tender Form from the website(s) of the Company (<https://www.cheviotgroup.com>), the Registrar to the Buy-Back (<https://www.mdpl.in>), the Stock Exchanges viz. NSE (<https://www.nseindia.com>) and BSE (<https://www.bseindia.com>) or the Manager to the Buy-Back (<https://www.vccorporate.com>). An Eligible Shareholder may also participate in the Buy-Back by providing his / her / its application in writing on a 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. The share transfer form (SH-4) can be downloaded from the website(s) of the Company (<https://www.cheviotgroup.com>) or Registrar to the Buy-Back (<https://www.mdpl.in>). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buy-Back on or before the Buy-Back Closing Date i.e., **Wednesday, June 26, 2024 by 5:00 p.m. (IST)**. If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such Tender Forms are liable to be rejected under this Buy-Back.

- 22.12 Please note that Eligible Shareholder(s) who intend to participate in the Buy-Back will be required to approach their respective Shareholder Broker(s) (along with the complete set of documents for verification procedures in case of Shares held in physical form) and have to ensure that their bid is entered by their respective Shareholder Broker(s) in the electronic platform to be made available by NSE before the Buy-Back Closing Date, otherwise the same shall be liable to get rejected.

- 22.13 Eligible Shareholder(s) who intend to participate in the Buy-Back using the “plain paper” option as mentioned above are advised to confirm their Buy-Back Entitlement from the Registrar to the Buy-Back, before participating in the Buy-Back.
- 22.14 The acceptance of the Buy-Back made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buy-Back. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.
- 22.15 For the implementation of the Buy-Back Offer, the Company has appointed Eureka Stock and Share Broking Services Limited as the Company’s Broker through whom the purchases and settlements on account of the Buy-Back Offer would be made by the Company. The contact details of the Company’s Broker are as follows:

	<p>EUREKA STOCK & SHARE BROKING SERVICES LIMITED 1101, Merlin Infinite, 11th Floor, DN-51, Sector V, Bidhan Nagar, Kolkata 700 091 Ph: 033 66280000 Web: www.eurekasec.com E Mail: care@eurekasec.com SEBI Registration No. INZ000169839 Contact Person: CS Debomita Guha Maity</p>
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- 22.16 The Company shall request NSE being the Designated Stock Exchange (“**Designated Stock Exchange**”) to provide a separate window (the “**Acquisition Window**”) to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Shares in the Buy-Back. The details of the platform will be as specified by NSE, from time to time. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers (“**Seller Broker**” or “**Seller Member**”). For the purpose of this Buy-Back, NSE would be the designated stock exchange.

22.17 Additional procedural requirements for Eligible Shareholders, whose Broker is not registered with NSE/ BSE:

- 22.17.1 In the event Shareholder Broker of any Eligible Shareholder is not registered with NSE as a trading member / stock broker / Seller Broker, then that Eligible Shareholder can approach any NSE registered stock broker and can register himself by using web based unique client code application (“**UCI Online**”) facility through that NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable law). In case any Eligible Shareholder is unable to register by using UCI Online facility through any other NSE registered stock broker, then such Eligible Shareholder may approach the Company’s Broker, viz. Eureka Stock & Share Broking Services Limited, to place their bids, subject to completion of KYC requirements as required by the Company’s broker.

- 22.17.2 The Eligible Shareholder approaching the NSE registered broker with whom he does not have an account:

I. In case of Eligible Shareholder being an individual:

- a) If Eligible Shareholder is registered with KYC Registration Agency (“**KRA**”): Forms required:
1. Central Know Your Client (“**CKYC**”) form including Foreign Account Tax Compliance Act (“**FATCA**”), In Person Verification (“**IPV**”), Original Seen and Verified (“**OSV**”), if applicable
 2. Know Your Client (“**KYC**”) form documents required (all documents self-attested):
 - Bank details (cancelled cheque)
 3. Demat details for ordinary shares in demat mode (demat master /latest demat statement)
- b) If Eligible Shareholder is not registered with KRA: Forms required:
1. CKYC form including FATCA, IPV, OSV, if applicable
 2. KRA form
 3. KYC form documents required (all documents self-attested):
 - Permanent Account Number (“**PAN**”) card copy
 - Address proof
 - Bank details (cancelled cheque)
 4. Demat details for ordinary shares in demat mode (demat master /latest demat statement)

II. In case of Eligible Shareholder, being a Hindu Undivided Family (“**HUF**”):

- a) If Eligible Shareholder is registered with KRA: Forms required:
1. CKYC form of Karta including FATCA, IPV, OSV, if applicable
 2. KYC form documents required (all documents self-attested):
 - Bank details (cancelled cheque)
 3. Demat details for ordinary shares in demat mode (demat master /latest demat statement)
- b) If Eligible Shareholder is not registered with KRA: Forms required:
1. CKYC form of Karta including FATCA, IPV, OSV, if applicable
 2. KRA form
 3. KYC form documents required (all documents self-attested):
 - PAN card copy of HUF & Karta
 - Address proof of HUF & Karta

- HUF declaration
- Bank details (cancelled cheque)
- 4. Demat details for ordinary shares in demat mode (demat master /latest demat statement)

III. In case of Eligible Shareholder other than Individual and HUF:

- a) If Eligible Shareholder is KRA registered: Form required:
 1. KYC form documents required (all documents certified true copy):
 - Bank details (cancelled cheque)
 2. Demat details for ordinary Shares in demat mode (demat master/latest demat statement)
 3. FATCA, IPV, OSV if applicable
 4. Latest list of directors/authorised signatories/partners/trustees
 5. Latest shareholding pattern
 6. Board resolution
 7. Details of ultimate beneficial owner along with PAN card and address proof
 8. Last 2 years financial statements
- b) If Eligible Shareholder is not KRA registered: Forms required:
 1. KRA form
 2. KYC form documents required (all documents certified true copy):
 - PAN card copy of company/ firm/trust
 - Address proof of company/ firm/trust
 - Bank details (cancelled cheque)
 3. Demat details for ordinary shares in demat mode (demat master /latest demat statement)
 4. FATCA, IPV, OSV if applicable
 5. Latest list of directors/authorized signatories /partners/trustees
 6. PAN card copies and address proof of directors/authorized signatories/ partners/trustees
 7. Latest shareholding pattern
 8. Board resolution/partnership declaration
 9. Details of ultimate beneficial owner along with PAN card and address proof
 10. Last 2 years financial statements
 11. Memorandum of association/partnership deed /trust deed

It may be noted that, other than submission of above forms and documents, in person verification may be required. It may also be noted that the above-mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

- 22.18 At the beginning of the tendering period, the order for buying Shares shall be placed by the Company through the Company's Broker. During the Tendering Period, the order for selling the Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective Seller Broker during normal trading hours of the secondary market. The Seller Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker.
- 22.19 The Buy-Back from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be, subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any. The reporting requirements for Non-Resident Shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or their respective Shareholder Broker(s) through which the Shareholder places the bid.
- 22.20 Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buy-Back. Multiple bids made by single Eligible Shareholder for selling the Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.
- 22.21 The cumulative quantity tendered shall be made available on NSE's website (<https://www.nseindia.com>) throughout the Tendering Period and will be updated at specific intervals during the Tendering Period.
- 22.22 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

22.23 Procedure to be followed by Eligible Shareholders holding Shares in dematerialised form:

- 22.23.1 Eligible Shareholders who desire to tender their Shares in the electronic form under the Buy-Back would have to do so through their respective Shareholder Broker(s) by indicating to such Shareholder Broker(s) the details of Shares they intend to tender under the Buy-Back.
- 22.23.2 The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder(s) who wish to tender Shares in the Buy-Back using the Acquisition Window of NSE. For further details, Eligible Shareholders may refer to the circulars issued by NSE / Clearing Corporation.
- 22.23.3 The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholder(s) for the Shares tendered in the Buy-Back. The details of the settlement number under which the lien will be marked on the Shares tendered for the Buy-Back will be provided in a separate circular to be issued by the Clearing Corporation.
- 22.23.4 In case, the demat of the Eligible Shareholder is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository, Shares tendered under the Buy-Back shall be blocked in the shareholders demat account at source depository during the tendering period. Inter Depository Tender Offer (“IDT”) instructions shall be initiated by the shareholders at source depository to Clearing Member/Clearing Corporation account at target Depository. Source Depository shall block the shareholder’s securities (i.e., transfers from free balance to blocked balance) and send IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.
- 22.23.5 For custodian participant orders for demat shares, early pay-in mechanism is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 22.23.6 Upon placing the bid, the Seller Broker shall provide a Transaction Registration Slip (“TRS”) generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order / bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Ordinary Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but receipt of Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- 22.23.7 In case of Demat Shares, submission of Tender Form and TRS is not required. After the receipt of the Demat Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-Back shall be deemed to have been accepted for Eligible Shareholders holding Demat Shares.
- 22.23.8 The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Shares due to rejection, partial acceptance or any other reason. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buy-Back of shares by the Company.
- 22.23.9 Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned / unblocked to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Broker’s depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian depository pool account.
- 22.23.10 Eligible Shareholders who have tendered their Demat Shares in the Buy-Back shall also provide all relevant documents, which are necessary to ensure transferability of the Demat Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
 - a) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 - b) Duly attested death certificate and succession certificate / legal heir certificate, in case any Eligible Shareholder is deceased;
 - c) Court approved scheme of merger / amalgamation for a Company; and
 - d) In case of companies, the necessary certified corporate authorisations (including board and/ or general meeting resolutions).
- 22.23.11 Modification and cancellation of the orders will be allowed during the tendering period of the Buy-Back.
- 22.23.12 The cumulative quantity tendered shall be made available on the website of the NSE (<https://www.nseindia.com>) throughout the trading sessions and will be updated at specific intervals during the tendering period.

22.24 Procedure to be followed by Eligible Shareholders holding Shares in physical form:

- 22.24.1 In accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the shareholders holding Physical Shares are allowed to tender their shares in the Buy-Back. However, such tendering shall be as per the provisions of the Buy-Back Regulations.
- 22.24.2 Eligible Shareholders who are holding Ordinary Shares in physical form and intend to participate in the Buy-Back will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include:
- (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.

In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents viz. valid Aadhaar card, voter identity card or passport.

- 22.24.3 Eligible Shareholders who have tendered their Physical Shares in the Buy-Back shall also provide all relevant documents, which are necessary to ensure transferability of the Physical Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
- a) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 - b) Duly attested death certificate and succession certificate / legal heir certificate, in case any Eligible Shareholder is deceased;
 - c) Court approved scheme of merger / amalgamation for a Company; and
 - d) In case of companies, the necessary certified corporate authorisations (including board and/ or general meeting resolutions).
- 22.24.4 Based on the documents as mentioned in paragraph 22.24.2 herein above, the concerned Shareholder Broker shall place an order / bid on behalf of the Eligible Shareholders holding Ordinary Shares in physical form who wish to tender Ordinary Shares in the Buy-Back, using the Acquisition Window of NSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of shares tendered etc.
- 22.24.5 The Shareholder Broker / Eligible Shareholder who places a bid for physical Shares is required to deliver the original Share certificate(s) and documents along with TRS generated by exchange bidding system upon placing of bid, either by registered post or courier or hand delivery to Registrar to the Buy-Back, i.e. Maheshwari Datamatics Private Limited at its office as provided above, within 2 days of bidding by the Seller Member and the same should not reach later than the Buy-Back Closing Date i.e. **Wednesday, June 26, 2024 by 5:00 p.m. (IST)**. The envelope should be super scribed as “**Cheviot Company Limited Buy-Back Offer 2024**”. One copy of the TRS will be retained by Registrar to the Buy-Back and it will provide acknowledgement of the same to the Shareholder Broker / Eligible Shareholder.
- 22.24.6 Eligible Shareholders holding physical Shares should note that physical Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Shares for Buy-Back by the Company shall be subject to verification as per the Buy-Back Regulations and any further directions issued in this regard. The Registrar to the Buy-Back will verify such bids based on the documents submitted on a daily basis and till such time NSE shall display such bids as ‘unconfirmed physical bids’. Once the Registrar to the Buy-Back confirms the bids it will be treated as ‘Confirmed Bids’.

- 22.24.7 An unregistered shareholder holding Physical Shares may also tender his shares for Buy-Back by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any. In the tendering process, the shareholder's broker may also process the orders received from the Eligible Shareholders.
- 22.24.8 All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Shares tendered will be liable for rejection.
- 22.24.9 SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated all listed companies to issue the securities in dematerialized form only while processing the service request of issue, inter alia, relating to the sub-division or splitting of share certificate. In view of the same, the Company shall issue a letter of confirmation ("LOC") in lieu of any excess physical Shares pursuant to proportionate acceptance / rejection and the LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with a stamp "**Letter of Confirmation Issued**" on the face / reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Shareholder shall be required to make a request to his/her/its depository participant for dematerialising the physical Shares returned. In case the Shareholder fails to submit the demat request within the aforesaid period, the Registrar shall credit the Shares to demat suspense account of the Company opened for the said purpose.

22.25 For Shares held by Eligible Shareholders, being Non-Resident Shareholders

- 22.25.1 Eligible Shareholders, being Non-Resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Shares held by them in the Company.
- 22.25.2 While tendering their Shares under the Buy-Back, all Eligible Shareholders being Non-Resident Shareholders (excluding FIIs) shall provide relevant confirmations / declarations vide the duly filled-in and signed (by all shareholders in case the Shares are held in joint names) Tender Forms (including a copy of the permission received from RBI wherever applicable). In the event relevant confirmations / declarations are not provided in the Tender Forms or there is ambiguity in the information provided, the Company reserves the right to reject such Tender Forms.
- 22.25.3 Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate.
- 22.25.4 In case the Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Shares accepted under the Buy-Back.
- 22.25.5 If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Shares tendered by Eligible Shareholders, being Non-Resident Shareholders, under the Buy-Back are liable to be rejected.
- 22.25.6 Modification and cancellation of the orders will be allowed during the tendering period of the Buy-Back.
- 22.25.7 The cumulative quantity tendered shall be made available on the website of the NSE (<https://www.nseindia.com>) throughout the trading sessions and will be updated at specific intervals during the tendering period.

22.26 Acceptance of orders

- 22.26.1 The Registrar to the Buy-Back shall provide details of order acceptance to Clearing Corporation within specified time lines.

22.27 Method of Settlement

Upon finalisation of the basis of Acceptance as per the Buy-Back Regulations:

- 22.27.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- 22.27.2 Details in respect of shareholder's entitlement for the Buy-Back shall be provided to Clearing Corporation by the Registrar to the Buy-Back. On receipt of the same, the Clearing Corporation will cancel excess or unaccepted blocked shares. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

- 22.27.3 The Company will pay the consideration to the Company's Broker who will transfer the consideration pertaining to the Buy-Back to the Clearing Corporation's Bank account as per the prescribed schedule. The settlements of fund obligation for Demat and Physical Shares shall be affected as per the SEBI circulars and as prescribed by NSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buy-Back, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India / relevant bank, due to any reasons, then the amount payable to that shareholder will be transferred to the Shareholder Broker for onward transfer to such Eligible Shareholder.
- 22.27.4 In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by NSE and the Clearing Corporation from time to time.
- 22.27.5 Details in respect of Shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or the Registrar to the Buy-Back. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- 22.27.6 In the case of Inter Depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source Depository will not be able to release the lien without a release of IDT message from Target Depository. Further, release of IDT message shall be sent by target Depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buy-Back. Post receiving the IDT message from target Depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target Depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- 22.27.7 Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian participant. The Shareholder Broker would return these unaccepted Shares to their respective clients on whose behalf the bids have been placed. Any excess Physical Shares pursuant to proportionate acceptance / rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buy-Back. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buy-Back.
- 22.27.8 The Shares bought back in the dematerialised form would be transferred directly to the Demat escrow account of the Company provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Shares from the clearing and settlement mechanism of the NSE.
- 22.27.9 For the Eligible Shareholders holding Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- 22.27.10 The Shareholder Broker would issue contract note for the Shares accepted under the Buy-Back. The Company's Broker would also issue a contract note to the Company for the Shares accepted under the Buy-Back.
- 22.27.11 Upon finalisation of the entitlement, the lien marked in Demat Account of the Eligible Shareholders against unaccepted Shares will be released, if any, and in case of physical folios, where none of the Shares are accepted, the Physical Share Certificate will be returned by registered post or speed post or courier and in case of partial acceptance, letter of confirmation will be issued in respect of unaccepted / rejected Shares after all formalities pertaining to the Offer are completed.

- 22.27.12 Shareholders who intend to participate in the Buy-Back should consult their respective Shareholder Broker for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholder for tendering Shares in the Buy-Back (secondary market transaction). The Manager to the Buy-Back and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Shareholder Broker, and such costs will be incurred solely by the Eligible Shareholder.
- 22.27.13 The Shares lying to the credit of the Company Demat Escrow Account and the Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-Back Regulations.

ELIGIBLE SHAREHOLDERS WHO HAVE DEMATERIALIZED THEIR PHYSICAL SHARES POST RECORD DATE AND TENDERED THEIR DEMAT SHARES IN THE BUY-BACK MAY DELIVER THE 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, ALONG WITH TRS GENERATED BY THE STOCK EXCHANGE BIDDING SYSTEM UPON PLACING OF A BID, EITHER BY REGISTERED POST, SPEED POST OR COURIER OR HAND DELIVERY TO THE REGISTRAR TO THE BUY-BACK, SO THAT THE SAME ARE RECEIVED NOT LATER THAN THE BUY-BACK CLOSING DATE I.E. WEDNESDAY, JUNE 26, 2024 BY 5:00 P.M. THE ENVELOPE SHOULD BE SUPER SCRIBED AS “CHEVIOT COMPANY LIMITED BUY-BACK OFFER 2024”.

22.28 SPECIAL ACCOUNT OPENED WITH THE CLEARING CORPORATION

The details of transfer of the Demat Shares to the special account of the Clearing Corporation under which the Shares are to be transferred in the account of the Clearing Corporation by trading members or custodians shall be informed in the issue opening circular that will be issued by the NSE or the Clearing Corporation.

22.29 Rejection Criteria

- 22.29.1 The Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds.

For Eligible Shareholders holding shares in the dematerialised form if:

- a. the Shareholder is not an Eligible Shareholder of the Company as on the Record Date;
- b. there is a name mismatch in the demat account of the Eligible Shareholder and PAN;
- c. in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding Physical Shares as on the Record Date and have placed their bid in demat form; or
- d. there exists any restraint order of a Court/any other competent authority for transfer / disposal / sale or where loss of share certificates has been notified to the Company or where the titles to the ordinary shares is under dispute or otherwise not clear or where any other restraint subsists.

For Eligible Shareholders holding Shares in the physical form if:

- a. the documents mentioned in the Tender Form for Eligible Shareholders holding Shares in physical form are not received by the Registrar to the Buy-Back on or before the Buy-Back Closing Date i.e. Wednesday, June 26, 2024 by 5:00 p.m.;
- b. there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- c. the transmission of Shares is not completed, and the Shares are not in the name of the Eligible Shareholders;
- d. the Eligible Shareholders bid the Shares but the Registrar to the Buy-Back does not receive the physical Share certificate;
- e. If the PAN cards (self-attested) of the shareholder and all the joint holders, are not submitted with the form;
- f. If the Eligible Shareholder has made a duplicate bid;
- g. If there is a name mismatch in the share certificate of the shareholder;
- h. the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar to the Buy-Back; or
- i. there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Ordinary Shares is under dispute or otherwise not clear or where any other restraint subsists.

23. NOTE ON TAXATION

THE SUMMARY OF THE TAX CONSIDERATIONS RELATING TO THE BUY-BACK OF ORDINARY SHARES AS LISTED ON THE STOCK EXCHANGE SET OUT IN THIS SECTION ARE BASED ON THE READING OF THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS.

IN VIEW OF THE COMPLEXITY AND SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY-BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND THERE CAN BE NO LIABILITY ON THE COMPANY IF ANY ACTION IS TAKEN BY THE SHAREHOLDER SOLELY BASED ON THIS TAX SUMMARY. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUY-BACK OF ORDINARY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

1. GENERAL

The Indian tax year runs from 1 April to 31 March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 1961 ("**Income Tax Act**" or "**ITA**").

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. In case of shares of a company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Tax Avoidance Agreement ("**DTAA**") subject to satisfaction of the relevant conditions including non-applicability of General Anti-Avoidance Rule ("**GAAR**") and providing and maintaining necessary information and documents as prescribed under the ITA.

The summary of tax implications on Buy-Back of ordinary shares listed on the stock exchanges in India is set out below. All references to ordinary shares in this note refer to ordinary shares listed on the stock exchanges in India unless stated otherwise.

2. INCOME TAX PROVISIONS IN RESPECT OF BUY-BACK OF ORDINARY SHARES LISTED ON THE RECOGNISED STOCK EXCHANGE

- a. Section 115QA of the ITA provides for the levy of additional Income-tax at the rate of twenty per cent (as increased by surcharge and Health and Education cess, as applicable) of the distributed income on account of Buy-Back of shares of all domestic Indian companies including listed companies i.e. companies whose shares are listed on a recognised stock exchange. In respect of listed companies, the provisions of Section 115QA of the ITA are applicable in respect of all the Buy-Back of shares whose public announcement has been made on or after July 5, 2019. Accordingly, the Company would be subject to an additional income-tax at the rate of twenty per cent (as increased by surcharge and Health and Education cess, as applicable) on the distributed income on account of Buy-Back of shares.
- b. As additional income-tax has been levied on the Company under Section 115QA of the ITA, the consequential income arising in the hands of shareholders has been exempted from tax under sub-clause (34A) of Section 10 of the ITA. Accordingly, any income arising in the hands of shareholder on account of Buy-Back of shares shall be exempt from tax under sub-clause (34A) of Section 10 of the ITA. The said income will be exempted in the hands of the shareholder irrespective of the class/residential status of the shareholder and purpose for which shares are held (i.e. as "**Investments**" or "**Stock in Trade**").
- c. In absence of any specific provision under the Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to resident shareholders pursuant to the Buy-Back.

3. TAX DEDUCTION AT SOURCE:

Amount paid in respect of the Buy-Back of shares is not subjected to any Tax Deduction at Source. Even provisions of Section 195 (in case of payment to any non-resident) are not triggered since the sum is not chargeable to ITA by virtue of Section 10(34A) of the ITA, thus obviating any withholding tax obligation.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of ordinary shares. This note is neither binding on any regulator nor can there be any assurance that they will not take a position contrary to the comments mentioned herein.

24. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Schedule I to the Buy-Back Regulations made by the Board of Directors on May 24, 2024 are as follows:

- 24.1 The Board of Directors confirm that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.
- 24.2 The Board of Directors have confirmed on the date of the Board Meeting (i.e. May 24, 2024) that they have made a full enquiry into the affairs and prospects of the Company and have formed the opinion that:
- immediately following the Board meeting held on May 24, 2024, there will be no grounds on which the Company could be found unable to pay its debts;
 - as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buy-Back and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buy-Back;
 - in forming an opinion as aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016 as amended from time to time (including prospective and contingent liabilities).

For and on behalf of the Board of Directors

Sd/-

Mr. Harsh Vardhan Kanoria
(Chairman and Managing Director)
DIN: 00060259

Sd/-

Mr. Utkarsh Kanoria
(Whole time Director)
DIN: 06950837

25. AUDITORS CERTIFICATE

The text of the Report dated May 24, 2024 of M/s Singhi & Co., the Statutory Auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

-- QUOTE --

To
The Board of Directors
Cheviot Company Limited
24, Park Street
Celica House, 9th Floor, Celica Park,
Kolkata — 700 016

Sub: Independent Auditors' Report in respect of proposed Buy-Back of ordinary shares by Cheviot Company Limited in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended.

Dear Sir/ Madam

- This report is issued in accordance with the terms of our engagement letter dated May 22, 2024 with Cheviot Company Limited ("**the Company**").
- The Board of Directors of the Company have approved a proposed Buy-Back of ordinary shares by the Company at its meeting held on May 24, 2024, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 ("**the Act**") read with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**SEBI Buy-Back Regulations**").
- The accompanying Statement of permissible capital payment ("**Annexure A**") (hereinafter referred as the "Statement") is prepared by the management of the Company.

Management's Responsibility for the Statement

- The preparation of the Statement in accordance with Section 68(2)(c) read with proviso to Section 68(2)(b) of the Act and in compliance with Sections 68, 69 and 70 of the Act and Regulation 4(i) read with Regulation 5(i)(b) of the SEBI Buy-Back Regulations, is the responsibility of the Management of the Company, including the determination of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will be able to pay its liabilities from the date of board meeting and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for Buy-Back was approved by the Board of Directors of the Company and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68(6) of the Act and the SEBI Buy-Back Regulations.

Auditor's Responsibility

6. Pursuant to the requirements of the SEBI Buy-Back Regulations, it is our responsibility to provide reasonable assurance whether:
- We have inquired into the state of affairs of the Company in relation to the audited financial statements as at March 31, 2024;
 - The amount of permissible capital payment as stated in **Annexure A** for the proposed Buy-Back of ordinary shares has been properly determined considering the audited financial statements as on March 31, 2024, in accordance with Section 68(2)(c) read with proviso to Section 68(2)(b) of the Act and Regulation 4(i) read with Regulation 5(i)(b) of the SEBI Buy-Back Regulations; and
 - The Board of Directors of the Company in their meeting dated May 24, 2024, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-Back Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
7. The audited financial statements referred to in paragraph 6 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unmodified audit opinion vide our report dated May 24, 2024. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
8. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:
- Examined that the amount of permissible capital payment for the Buy-Back as detailed in **Annexure A** is in accordance with the provisions of Section 68(2)(c) read with proviso to Section 68(2)(b) of the Act and Regulation 4(i) read with Regulation 5(i)(b) of SEBI Buy-Back Regulations;
 - Inquired into the state of affairs of the Company with reference to the audited financial statements as at March 31, 2024;
 - Obtained declaration of solvency as approved by the Board of Directors on May 24, 2024 pursuant to the requirements of clause (x) of Schedule I to the SEBI Buy-Back Regulations.
 - Traced the amounts of paid-up ordinary share capital, retained earnings and other adjustments as mentioned in **Annexure A** from the audited financial statements as at March 31, 2024;
 - Verified the arithmetical accuracy of the amounts mentioned in **Annexure A**;
 - Examined that the Buy-Back approved by Board of Directors in its meeting held on May 24, 2024 is authorized by the Articles of Association of the Company;
 - Examined that all shares for Buy-Back are fully paid-up; and
 - Obtained necessary representations from the management of the Company.
9. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
11. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

12. Based on inquiries conducted and our examination as above, we report that:
- We have inquired into the state of affairs of the Company in relation to its audited financial statements as at March 31, 2024;
 - The amount of permissible capital payment as stated in **Annexure A** for the proposed Buy-Back of ordinary shares has been properly determined considering the audited financial statements as at and for the year ended March 31, 2024, in accordance with Section 68(2)(c) read with proviso to Section 68(2)(b) of the Act and Regulation 4(i) read with Regulation 5(i)(b) of SEBI Buy-Back Regulations; and
 - The Board of Directors of the Company in their meeting dated May 24, 2024, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-Back Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.

13. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Board of Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on Use

14. This report has been issued at the request of the Company solely for use of the Company in connection with the proposed Buy-Back of ordinary shares of the Company in pursuance to the provisions of Section 68 and other applicable provisions of the Act read with the SEBI Buy-Back Regulations and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Singhi & Co.
Chartered Accountants
Firm's Registration No. 302049E
Sd/-
(Gopal Jain)
Partner
Membership No.: 059147
UDIN: 24059147BKEGTV9948

Place: Kolkata

Date: 24th day of May, 2024

Annexure A

Determination of the amount of permissible capital payment towards Buy-Back of ordinary shares in accordance with Section 68(2)(c) read with proviso to Section 68(2)(b) of the Companies Act 2013 ("the Act") and Regulation 4(i) read with Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("the Buy-Back Regulations") based on the audited financial statements as at and for the year ended 31st March, 2024:

Particulars	Amount (₹ in Lakhs)
A. Issued and subscribed share capital as at 31st March, 2024	
(i) 60,16,875 ordinary shares of ₹ 10/- each fully paid-up	601.69
(ii) 7,000 ordinary shares of ₹ 10/- each not fully paid-up and forfeited (amount originally paid-up)	0.35
Total paid-up share capital (A)	602.04
B. Free Reserves as at 31st March, 2024 (Refer Note 1)	
(i) General Reserve	32,752.97
(ii) Retained Earnings	18,407.22
Sub-Total	51,160.19
Less :	
Amount representing unrealised gains, notional gains and change in carrying amount of an asset or of a liability recognised in equity, including surplus in profit and loss account on measurement of the asset or the liability at fair value (net of tax) as at 31st March, 2024	3,484.69
Total Free Reserves (B)	47,675.50
Total (A+B)	48,277.54
Maximum amount of permissible capital payment towards Buy-Back under Section 68(2)(c) read with proviso to Section 68(2)(b) of the Act and Buy-Back Regulations that may be authorised by the Board of Directors ("Board") (being 10% of the total paid-up share capital and free reserves as at 31st March, 2024):	4,827.75
Buy-Back amount approved by the Board at their meeting held on 24th May, 2024:	3,150.00

Note:

- 1) Free Reserves are as per sub-section 43 of Section 2 and explanation II to Section 68 of the Companies Act, 2013.

For Cheviot Company Limited
Sd/-
Utkarsh Kanoria
(Whole Time Director)
DIN: 06950837

Date: 24th May, 2024

Place: Kolkata

-- UNQUOTE --

26. DOCUMENTS FOR INSPECTION

The copies of the following documents referred to hereunder are available for inspection in electronic mode by Eligible Shareholders of the Company on any Working Day during the Tendering Period:

- 26.1 Certificate of incorporation and Memorandum and Articles of Association of the Company;
- 26.2 Annual reports of the Company for the financial year ended March 31, 2023, March 31, 2022 and audited standalone financial results for the financial year ended March 31, 2024;
- 26.3 Copy of resolution passed by the Board in relation to the Buy-Back at their meeting held on May 24, 2024;
- 26.4 Prior consent of the Lender i.e., Axis Bank Limited, dated May 22, 2024;
- 26.5 Letter and Statement from Escrow Bank dated May 30, 2024 that the Escrow Account in the name of '**CCL Buy-Back Offer - Escrow**' has been opened and funded.
- 26.6 Auditor's Report dated May 24, 2024 received from M/s Singhi & Co. Chartered Accountants, in terms of clause (xi) of Schedule I to the Buy-Back Regulations;
- 26.7 Public Announcement dated May 27, 2024 published on May 28, 2024;
- 26.8 Declaration of solvency and an affidavit as per Form SH-9 as prescribed under Section 68(6) of the Act;
- 26.9 Copy of Escrow Agreement dated May 24, 2024 entered into amongst the Company, the Manager to the Buy-Back and the Escrow Agent along with Escrow Account Opening Letter;
- 26.10 Certificate dated May 24, 2024 issued by the Statutory Auditors of the Company confirming that the Company has adequate funds for the purpose of the Buy-Back.

27. DETAILS OF THE COMPLIANCE OFFICER

- 27.1 The details of the Compliance Officer are set out below.

Mr. Aditya Banerjee
Company Secretary and Compliance Officer
24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata 700 016
Tel: +91 82320 87911/12/13 | Email: investorservices@chevjute.com | Website: www.cheviotgroup.com

- 27.2 In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance Officer during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except public holidays, through email or at the above-mentioned address.


28. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

- 28.1 In case of any grievances relating to the Buy-Back (i.e. non-receipt of the Buy-Back consideration, Share certificate, demat credit, etc.) the Eligible Shareholder can approach the Compliance Officer and/or the Manager to the Buy-Back and/or the Registrar to the Buy-Back for redressal.
- 28.2 If the Company makes any default in complying with the requirements under the Act or any rules made thereunder as may be applicable to the Buy-Back, the Company or any officer of the Company who is in default shall be liable in terms of the Act.
- 28.3 The address of the concerned office of the Registrar of Companies is as follows:

Registrar of Companies, Kolkata
Nizam Palace, 2nd MSO Building, 2nd Floor,
234/4, A.J.C. Bose Road, Kolkata – 700020
Phone: 033 2287 7390 | Email ID: roc.kolkata@mca.gov.in

29. DETAILS OF INVESTOR SERVICE CENTRE

In case of any query, please contact the Registrar to the Buy-Back during office hours i.e. 10.00 a.m. to 5.00 p.m. on any working days except public holidays through email or at the following address:

	Maheshwari Datamatics Private Limited CIN: U20221WB1982PTC034886 SEBI REGN No.: INR000000353 Validity of Registration: Permanent (Contact Person: Mr. S.K. Chaubey) 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001 Tel. No.: 033 2248 2248 Email ID: mdpldc@yahoo.com Website: www.mdpl.in
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30. MANAGER TO THE BUY-BACK

	VC Corporate Advisors Private Limited CIN: U67120WB2005PTC106051 SEBI REGN No.: INM000011096 Validity of Registration: Permanent (Contact Person: Ms. Urvi Belani / Mr. Premjeet Singh) 31, Ganesh Chandra Avenue, 2nd Floor, Suite No. 2C, Kolkata – 700 013 Tel. No.: 033- 2225 3940 Email ID: mail@vccorporate.com Website: www.vccorporate.com
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31. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THIS LETTER OF OFFER

As per Regulation 24(i)(a) of the Buy-Back Regulations, the Board accepts full responsibility for the information contained in this Letter of Offer and confirms that the information in this Letter of Offer contains true, factual and material information and does not contain any misleading information. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on Friday, May 24, 2024.

**For and on behalf of the Board of Directors of
CHEVIOT COMPANY LIMITED**

Sd/- Mr. Harsh Vardhan Kanoria Chairman and Managing Director DIN: 00060259	Sd/- Mr. Utkarsh Kanoria Wholetime Director DIN: 06950837	Sd/- Mr. Aditya Banerjee Company Secretary and Compliance Officer FCS 10954
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Date: June 18, 2024
Place: Kolkata

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR ELIGIBLE SHAREHOLDERS HOLDING ORDINARY SHARES IN DEMATERIALIZED 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
		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 authorise 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 agree that we will have to ensure to keep the Depository Participant (DP) Account active and unblocked to receive credit in case of return of Ordinary Shares due to rejection or due to prorated Buy-Back decided by the Company. Further, I / We will have to ensure to keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buy-Back of Ordinary shares by the Company.
- 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.
- I / We agree that the Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. I / We agree to receive, at my / our own risk, the invalid / unaccepted Ordinary Shares under the Buy-Back in the demat account from where I / We have tendered the Ordinary Shares in the Buy-Back.
- 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.

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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./DP ID		Client ID	
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 Client ID No. & DP ID No. for all future correspondence		Stamp of Broker	

12) **Details of account with Depository Participant (DP):**

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL
Name of the Depository Participant (DP)		
DP ID No.		
Client ID with the DP		

13) **Eligible Shareholder(s) Details:**

Particulars	Sole/First Shareholder	Joint Holder 1 (if any)	Joint Holder 2 (if any)	Joint Holder 3 (if any)
Name(s) in Full				
Signature(s)*				
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.

14) **Applicable for all non-resident shareholders only:**

- 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 indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on Ordinary Shares offered in Buy-Back. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on Buy-Back of Ordinary Shares by the Company, copy of tax return filed in India, evidence of tax paid, if any, whenever called for. I / We agree to pay applicable taxes on Buy-Back in India and file tax return in consultation with our custodians / authorized dealers / tax advisors appropriately.

15) **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**.
- In case of Eligible Shareholders holding and tendering ordinary shares in demat form, submission of Tender Form and TRS is not required, Eligible Shareholders who desire to Tender their Ordinary Shares in the dematerialized form under the Buy-Back would have to do so through their respective Stock Broker by indicating the details of Ordinary Shares they intend to Tender under the Buy-Back.
- The shares tendered in the Buy-Back shall be rejected if (i) the Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or (ii) there is a name mismatch in the dematerialised account of the Shareholder / Folio No. and PAN; or (iii) receipt of the completed Tender Form and other documents but non-receipt of Ordinary Shares in the special account of the Clearing Corporation; or (iv) a non-receipt of valid bid in the exchange bidding system.**
- 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.
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Ordinary Shares due to rejection or due to the Buy-Back being on a proportionate basis in terms of the ratio of Buy-Back, in accordance with the Buy-Back Regulations.
- 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 in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Ordinary Shares held as on the Record Date, Client ID number, DP Name, Depository Name, DP ID, Beneficiary A/c number and number of Ordinary Shares tendered for the Buy-Back.
- 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 CLIENT ID & DP ID.

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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

**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

**Form No. SH-4
Securities Transfer Form**

*[Pursuant to Section 56 of the Companies Act, 2013 and Sub-Rule (1) of Rule 11
of the Companies (Share Capital and Debentures) Rules 2014]*

Date of execution:

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:

L	6	5	9	9	3	W	B	1	8	9	7	P	L	C	0	0	1	4	0	9
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Name of the Company (in full): **CHEVIOT COMPANY LIMITED**

Name of the Stock Exchange where the Company is listed, (if any): **NATIONAL STOCK EXCHANGE OF INDIA LIMITED AND BSE LIMITED**

DESCRIPTION OF SECURITIES:

Kind/Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Ordinary Shares	₹ 10	₹ 10	₹ 10

No. of securities being Transferred		Consideration received (₹)	
In figures	In words	In words	In figures

Distinctive Number	From		
	To		
Corresponding Certificate Nos.			

Transferor's Particulars

Registered Folio Number:		
Serial No.	Name(s) in full	Signature (s)
1		
2		
3		

I, hereby confirm that the transferor has signed before me.

Signature of the Witness:

Name and address:

.....

Transferee's Particulars

	Name in full (1)	Father's / Mother's / Spouse's Name (2)	Address and E-mail ID (3)	Occupation (4)	Existing Folio No., if any (5)	Signature (6)
1. 2. 3.	CHEVIOT COMPANY LIMITED	N.A.	24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata-700016 Email: investorservices@chevjute.com	Buy-Back of Shares		

Folio No. of Transferee **Specimen Signature of Transferee(s)**.....

Value of stamp affixed: ₹.....

Enclosures:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferor(s)
4. Others, Specify

Stamps:

For Office Use Only

Checked by

Signature Talled by

Entered in the Register of Transfer on..... vide Transfer No.

Approval Date

Power of Attorney/ Probate / Death Certificate / Letter of Administration Registered on at

No.....