

Utkarsh Kanoria

24, Park Street, Magma House
9th Floor, Kolkata – 700 016
Phone: 82320 87911/12/13
Fax: 033-2249 7269

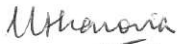
Dated: 21st March, 2017

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Dear Sir,

Please find enclosed herewith Report under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to stock exchange in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Thanking you
Yours faithfully



(Utkarsh Kanoria)

Enclosed: As stated above.

| Format for disclosures under Regulation 10(6) - Report to stock exchange in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 | | | | | | | | | | | | |
|--|--|---|---|--------|-----------------------------------|-------------------------------|--|---|--|-------------------------------|--|---|
| 1 | Name of the Target Company (TC) | M/s. Cheviot Company Limited (CCL). There is an indirect acquisition of shares and voting rights in CCL by the Acquirer. | | | | | | | | | | |
| 2 | Name of the acquirer(s) | Mr. Utkarsh Kanoria. There is an indirect acquisition of shares and voting rights in CCL by the Acquirer. | | | | | | | | | | |
| 3 | Name of the stock exchange where shares of the TC are listed | BSE Limited | | | | | | | | | | |
| 4 | Details of the transaction including rationale, if any, for the transfer / acquisition of shares. | <p>Harsh Investments Private Limited (HIPL) is holding 25,74,081 (57.0592%) shares in CCL.</p> <p>Prior to this transaction, Mr. Harsh Vardhan Kanoria was holding 1,27,248 (70.0296%) shares in HIPL, Mrs. Malati Kanoria was holding 38,132 (20.9856%) shares in HIPL and Mr. Utkarsh Kanoria was holding 16,326 (8.9848%) shares in HIPL.</p> <p>Mr. Harsh Vardhan Kanoria has transferred 1,26,973 shares held by him in HIPL constituting 69.8783% of the paid up capital of HIPL to his son Mr. Utkarsh Kanoria by way of gift.</p> <p>Mrs. Malati Kanoria has transferred 36,872 shares held by her in HIPL constituting 20.2921% of the paid up capital of HIPL to her son Mr. Utkarsh Kanoria by way of gift.</p> <p>Pursuant to aforesaid gift transaction, the shareholding of Mr. Utkarsh Kanoria in HIPL has increased from 16,326 (8.9848%) to 1,80,171 (99.1552%).</p> <p>Hence, this is an indirect acquisition of shares and voting rights of the Target Company and falls within Inter - se Transfer between the immediate relatives all of whom are existing declared promoters of the Target Company.</p> | | | | | | | | | | |
| 5 | Relevant regulation under which the acquirer is exempted from making open offer. | Regulation 10(1)(a)(i) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 | | | | | | | | | | |
| 6 | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange. | <p>Yes</p> <p>Friday, 10th March, 2017</p> | | | | | | | | | | |
| 7 | Details of acquisition | <table border="1"> <thead> <tr> <th>Disclosures made / required to be made under regulation 10(5)</th> <th>Actual</th> </tr> </thead> <tbody> <tr> <td>(a) Name of the transferor/seller</td> <td>(1) Mr. Harsh Vardhan Kanoria</td> </tr> <tr> <td></td> <td>Please note that Mr. Harsh Vardhan Kanoria is not directly transferring any shares of the Target Company. However, he is transferring 1,26,973 (69.8783%) shares in HIPL, which holds 25,74,081 (57.0592%) shares in CCL to the Acquirer as a Gift.</td> </tr> <tr> <td></td> <td>(1) Mr. Harsh Vardhan Kanoria</td> </tr> <tr> <td></td> <td>Please note that Mr. Harsh Vardhan Kanoria has not directly transferred any shares of the Target Company. However, he has transferred 1,26,973 (69.8783%) shares in HIPL, which holds 25,74,081 (57.0592%) shares in CCL to the Acquirer as a Gift.</td> </tr> </tbody> </table> | Disclosures made / required to be made under regulation 10(5) | Actual | (a) Name of the transferor/seller | (1) Mr. Harsh Vardhan Kanoria | | Please note that Mr. Harsh Vardhan Kanoria is not directly transferring any shares of the Target Company. However, he is transferring 1,26,973 (69.8783%) shares in HIPL, which holds 25,74,081 (57.0592%) shares in CCL to the Acquirer as a Gift. | | (1) Mr. Harsh Vardhan Kanoria | | Please note that Mr. Harsh Vardhan Kanoria has not directly transferred any shares of the Target Company. However, he has transferred 1,26,973 (69.8783%) shares in HIPL, which holds 25,74,081 (57.0592%) shares in CCL to the Acquirer as a Gift. |
| Disclosures made / required to be made under regulation 10(5) | Actual | | | | | | | | | | | |
| (a) Name of the transferor/seller | (1) Mr. Harsh Vardhan Kanoria | | | | | | | | | | | |
| | Please note that Mr. Harsh Vardhan Kanoria is not directly transferring any shares of the Target Company. However, he is transferring 1,26,973 (69.8783%) shares in HIPL, which holds 25,74,081 (57.0592%) shares in CCL to the Acquirer as a Gift. | | | | | | | | | | | |
| | (1) Mr. Harsh Vardhan Kanoria | | | | | | | | | | | |
| | Please note that Mr. Harsh Vardhan Kanoria has not directly transferred any shares of the Target Company. However, he has transferred 1,26,973 (69.8783%) shares in HIPL, which holds 25,74,081 (57.0592%) shares in CCL to the Acquirer as a Gift. | | | | | | | | | | | |

Utkarsh Kanoria

Format for disclosures under Regulation 10(6) - Report to stock exchange in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | |
|--|---|--|
| | (2) Mrs. Malati Kanoria Please note that Mrs. Malati Kanoria is not directly transferring any shares of the Target Company. However, she is transferring 36,872 (20.2921%) shares in HIPL, which holds 25,74,081 (57.0592%) shares in CCL to the Acquirer as a Gift. | (2) Mrs. Malati Kanoria Please note that Mrs. Malati Kanoria has not directly transferred any shares of the Target Company. However, she has transferred 36,872 (20.2921%) shares in HIPL, which holds 25,74,081 (57.0592%) shares in CCL to the Acquirer as a Gift. |
| (b) Date of acquisition | Anytime after 4 working days from the date of this intimation, i.e. on or after 20th March, 2017 | Monday, 20th March, 2017 |
| (c) Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above | The Acquirer shall not directly acquire any shares in the Target Company. Mr. Harsh Vardhan Kanoria proposes to gift 1,26,973 shares in HIPL which holds 25,74,081 shares in CCL. Mrs. Malati Kanoria proposes to gift 36,872 shares in HIPL which holds 25,74,081 shares in CCL. | The Acquirer has not directly acquired any shares in the Target Company. Mr. Harsh Vardhan Kanoria has gifted 1,26,973 shares in HIPL which holds 25,74,081 shares in CCL to the Acquirer. Mrs. Malati Kanoria has gifted 36,872 shares in HIPL which holds 25,74,081 shares in CCL to the Acquirer. |
| (d) Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC | The Acquirer shall not directly acquire any shares in the Target Company but will acquire 90.1704% shares in HIPL which holds 57.0592% shares in CCL. | The Acquirer has not directly acquired any shares in the Target Company but has acquired 90.1704% shares in HIPL which holds 57.0592% shares in CCL. |
| (e) Price at which shares are proposed to be acquired/actually acquired | Not applicable as there is no direct acquisition of shares of the Target Company. The transfer of shares of HIPL from Mr. Harsh Vardhan Kanoria and Mrs. Malati Kanoria to Mr. Utkarsh Kanoria is in the nature of gift. | Not applicable as there is no direct acquisition of shares of the Target Company. The transfer of shares of HIPL from Mr. Harsh Vardhan Kanoria and Mrs. Malati Kanoria to Mr. Utkarsh Kanoria is in the nature of gift. |
| 8 Shareholding details | Pre-transaction | |
| | No. of shares held | % w.r.t. total share capital of TC |
| | Post-transaction | |
| | No. of shares held | % w.r.t. total share capital of TC |
| - Each Acquirer/Transferee(*) | As per Annexure 1 | |
| - Each Seller / Transferor | | |

Note:

(*) Shareholding of each entity shall be shown separately and then collectively in a group.

The above disclosure shall be signed by the acquirer mentioning date and place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Utkarsh Kanoria

Signature: Mr. Utkarsh Kanoria

Date : 21st March, 2017

Place : Kolkata

Name of the Target Company: Cheviot Company Limited

Annexure 1

| Sl. No. | Particulars | Pre transaction | | Post transaction | |
|---------|--|--------------------|------------------------------------|--------------------|------------------------------------|
| | | No. of shares held | % w.r.t. total share capital of TC | No. of shares held | % w.r.t. total share capital of TC |
| | - Each Acquirer/Transferee(*) | | | | |
| 1 | Mr. Utkarsh Kanoria | 170,191 | 3.7726 | 170,191 | 3.7726 |
| | - Each Seller / Transferor | | | | |
| 1 | Mrs. Malati Kanoria | 285,150 | 6.3209 | 285,150 | 6.3209 |
| 2 | Mr. Harsh Vardhan Kanoria | 343,840 | 7.6218 | 343,840 | 7.6218 |
| | - Other entities forming part of Promoter Group | | | | |
| 1 | Harsh Investments Private Limited | 2,574,081 | 57.0592 | 2,574,081 | 57.0592 |
| 2 | Abhyadoot Finance and Investments Private Ltd. | 9,000 | 0.1995 | 9,000 | 0.1995 |
| 3 | Cheviot International Ltd. | 150 | 0.0033 | 150 | 0.0033 |
| 4 | Cheviot Agro Industries Pvt.Ltd. | 900 | 0.0199 | 900 | 0.0199 |
| | TOTAL PROMOTER HOLDING | 3,383,312 | 74.9972 | 3,383,312 | 74.9972 |

Note: There has not been any change in shareholding of Cheviot Company Limited (CCL). Mr. Harsh Vardhan Kanoria has made gift of 1,26,973 (69.8783%) shares in HIPL and Mrs. Malati Kanoria has made gift of 36,872 (20.2921%) shares in HIPL, to their son Mr. Utkarsh Kanoria. Since HIPL holds 57.0592% share capital of CCL, this falls into indirect acquisition of shares and voting rights of CCL.

Utkarsh Kanoria