



Date: 13th February, 2024

To  
**BSE Limited**  
25th Floor, Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400 001

**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C-1, Block G, 5th Floor  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051

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

Dear Sir/Madam

**Re: Notice of Postal Ballot of Cheviot Company Limited**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to our letter dated 30th January, 2024, please find enclosed the Notice of Postal Ballot dated 30th January, 2024 (“**Postal Ballot Notice**”), being dispatched today, for seeking the approval of the members of Cheviot Company Limited (“**the Company**”) by means of Postal Ballot, only through remote e-voting process, on items of special business forming part of the Postal Ballot Notice.

This Postal Ballot Notice is being sent, by email only, to those members whose names appear on the Register of Members or Register of Beneficial Owners maintained by the Depositories as on **Friday, 9th February, 2024** (“**the Cut-off date**”) and who have registered their e-mail address with the Company / Registrar / Depositories.

Please note that the communication of assent or dissent of the members would only take place through the remote e-voting facility and physical copy of Postal Ballot Form will not be available for this Postal Ballot. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for providing remote e-voting facility to all its members.

The remote e-voting period will commence on **Wednesday, 14th February, 2024 at 9:00 a.m. (IST)** and will end **on Thursday, 14th March 2024 at 5:00 p.m. (IST)**. During remote e-voting period, members of the Company holding shares in physical or dematerialised form as on the cut-off date i.e., Friday, 9th February, 2024 may record their assent or dissent on the resolutions proposed to be transacted by means of postal ballot, only through remote e-voting process. The e-voting module shall be disabled by NSDL for voting thereafter. The instructions for remote e-voting are mentioned in the Postal Ballot Notice. The results of Postal Ballot will be declared on or before **Monday, 18th March, 2024**.

The Postal Ballot Notice is also available on the website of the Company at <https://www.cheviotgroup.com> and on the website of NSDL at <https://www.evoting.nsdl.com>.

The procedure for registration or updation of email address by the member(s) is set out at Note 8 of the Postal Ballot Notice.

This is for your information and record.

Thanking you  
Yours faithfully  
**For Cheviot Company Limited**

**(Aditya Banerjee)**  
**Company Secretary and Compliance Officer**

Encl. As stated above.

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**CHEVIOT COMPANY LTD.**



# CHEVIOT COMPANY LIMITED

CIN: L65993WB1897PLC001409 ● +91 82320 87911/12/13 ● cheviot@chevjute.com ● www.cheviotgroup.com  
Registered Office: 24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata 700 016, West Bengal, India

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with  
Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Wednesday, 14th February, 2024 at 9:00 A.M. (IST)	Thursday, 14th March, 2024 at 5:00 P.M. (IST)

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) and in accordance with the General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020, read with relevant circulars, including the latest General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (collectively “**MCA Circulars**”) and any other applicable law, rules, regulations, circulars and notifications, the resolutions set out below are proposed to be transacted by means of postal ballot, only through remote e-voting process by the members of Cheviot Company Limited (“**the Company**”).

The Notice of Postal Ballot dated 30th January, 2024 (“**Postal Ballot Notice**”) is being sent, by email only, to those members whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Friday, 9th February, 2024** and who have registered their e-mail address(es) with the Company / Registrar / Depositories, as permitted by the MCA Circulars. The process for registration of email address by the members who have not yet registered their email address or wish to update their email address is set out at **Note 8** of this Postal Ballot Notice.

The Postal Ballot Notice is also available on the website of the Company at <https://www.cheviotgroup.com/>.

Members are requested to record their assent or dissent on the resolutions proposed to be transacted by means of postal ballot only through electronic means (“**remote e-voting**”). The facility for remote e-voting will be provided by National Securities Depository Limited (“**NSDL**”).

The remote e-voting period shall commence on **Wednesday, 14th February, 2024 at 9:00 A.M. (IST)** and end on **Thursday, 14th March, 2024 at 5:00 P.M. (IST)**. Members, whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, are requested to carefully read the instructions for remote e-voting indicated in **Note 17** of this Postal Ballot Notice and record their assent (**FOR**) or dissent (**AGAINST**) on the proposed resolutions only through remote e-voting facility provided by NSDL not later than **5:00 P.M. (IST) on Thursday, 14th March, 2024**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of members shall be in proportion to their shares in the paid-up ordinary share capital of the Company as on the cut-off date.

The Board of Directors of the Company have appointed Mr. Mohan Ram Goenka, a practising company secretary (Membership No. F4515, CP No. 2551), as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The **Statement** setting out the material facts concerning each item of special business and the reasons thereof is annexed and forms part of this Postal Ballot Notice.



## **SPECIAL BUSINESS:**

### **1. APPOINTMENT OF MR. SUTIRTHA BHATTACHARYA (DIN: 00423572) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulations 17(1C), 25(2A) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Articles of Association of the Company and on the basis of approval and recommendation of the nomination and remuneration committee and the Board of Directors, Mr. Sutirtha Bhattacharya (DIN: 00423572), who was appointed as an Additional Director (in the capacity of an Independent Director) by the Board of Directors of the Company with effect from 1st April, 2024 and who being eligible for appointment has given his consent to act as a director of the Company and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of independent director, be and is hereby appointed as an Independent Director of the Company, to hold office of the Independent Director for a term of 5 (five) consecutive years from 1st April, 2024 to 31st March, 2029, not liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things and take all steps as may be necessary, proper or expedient to give effect to this resolution.”

### **2. APPOINTMENT OF MR. DEO KISHAN MOHTA (DIN: 00060170) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulations 17(1A), 17(1C), 25(2A) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Articles of Association of the Company and on the basis of approval and recommendation of the nomination and remuneration committee and the Board of Directors, Mr. Deo Kishan Mohta (DIN: 00060170), who was appointed as an Additional Director (in the capacity of an Independent Director) by the Board of Directors of the Company with effect from 1st April, 2024 and who being eligible for appointment has given his consent to act as a director of the Company and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of independent director, be and is hereby appointed as an Independent Director of the Company, to hold office of the Independent Director for a term of 5 (five) consecutive years from 1st April, 2024 to 31st March, 2029, not liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things and take all steps as may be necessary, proper or expedient to give effect to this resolution.”



### 3. APPOINTMENT OF MR. SIDDHARTH JHAJHARIA (DIN: 01385496) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulations 17(1C), 25(2A) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Articles of Association of the Company and on the basis of approval and recommendation of the nomination and remuneration committee and the Board of Directors, Mr. Siddharth Jhajharia (DIN: 01385496), who was appointed as an Additional Director (in the capacity of an Independent Director) by the Board of Directors of the Company with effect from 1st April, 2024 and who being eligible for appointment has given his consent to act as a director of the Company and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of independent director, be and is hereby appointed as an Independent Director of the Company, to hold office of the Independent Director for a term of 5 (five) consecutive years from 1st April, 2024 to 31st March, 2029, not liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things and take all steps as may be necessary, proper or expedient to give effect to this resolution.”

### 4. RE-APPOINTMENT OF MRS. RASHMI PRASHAD (DIN: 00699317) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulations 17(1C), 25(2A) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and on the basis of approval and recommendation of the nomination and remuneration committee and the Board of Directors, Mrs. Rashmi Prashad (DIN: 00699317), who holds the office of Independent Director of the Company up to 31st March, 2024, and who being eligible for re-appointment as an Independent Director of the Company has given her consent to act as a director of the Company and has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act, the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, to hold office of the Independent Director for a second term of 5 (five) consecutive years from 1st April, 2024 to 31st March, 2029, not liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things and take all steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Kolkata, 30th January, 2024

CIN: L65993WB1897PLC001409

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

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



## NOTES:

1. The **Statement** pursuant to the provisions of Sections 102 and 110 of the Act read with Rules thereunder and SS-2, setting out the material facts concerning each item of special business and explaining the reasons thereof, with the recommendation of the Board of Directors to the members, is annexed hereto and forms part of this Postal Ballot Notice.
2. Relevant documents referred to in this Postal Ballot Notice shall be made available for inspection through electronic mode on all working days, basis on the request sent at [investorservices@chevjute.com](mailto:investorservices@chevjute.com) from the registered e-mail address of the member(s) mentioning their names, folio number / DP-ID and Client-ID, until the last date of remote e-voting on this postal ballot i.e. Thursday, 14th March, 2024.
3. In accordance with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020, read with relevant circulars, including the latest General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (collectively “**MCA Circulars**”), the communication of the assent or dissent of the members on the items of special business proposed to be transacted by means of postal ballot would take place only through remote e-voting facility. Accordingly, physical copy of the postal ballot notice along with postal ballot form accompanied by postage pre-paid reply envelope is not being sent to the members for this postal ballot.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company requests the members to record their assent or dissent on the resolutions set forth in this Postal Ballot Notice by voting through electronic means (remote e-voting) only. The facility for remote e-voting will be provided by NSDL. Please refer to the instructions for remote e-voting mentioned in **Note 17** of this Postal Ballot Notice.
5. The remote e-voting will commence on **Wednesday, 14th February, 2024 at 9:00 A.M. (IST)** and shall end on **Thursday, 14th March, 2024 at 5:00 P.M. (IST)**. During this period, members of the Company holding shares in physical or dematerialised form as on Friday, 9th February, 2024 (“**the cut-off date**”) may record their assent or dissent on the resolutions proposed to be transacted by means of postal ballot, only through remote e-voting process. The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of members shall be in proportion to their share in the paid-up ordinary share capital of the Company as on the cut-off date. Once the vote on a resolution is cast, the member shall not be able to change it subsequently.
6. The vote in this Postal Ballot cannot be exercised through proxy.
7. Brief profile and other information in respect of director(s) seeking appointment / re-appointment as required under Regulation 36(3) of SEBI Listing Regulations and SS-2 are provided in the **Statement** and **Annexure** forming part of this Postal Ballot Notice.

### 8. Process for registration of e-mail address(es)

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members who have registered their e-mail address with the Company / Registrar / Depositories. Member(s), who are yet to register their email address or wish to update their email address, are requested to follow the below process:

Shares held in Physical form	Please submit Form ISR-1 duly filled and signed to M/s Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent (“Registrar” or “RTA”) by email at <a href="mailto:mdpldc@yahoo.com">mdpldc@yahoo.com</a> or by post to 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001. Form ISR-1 is available for download on RTA website <a href="https://www.mdpl.in">https://www.mdpl.in</a> .
Shares held in DEMAT form	Please contact your Depository Participant (DP) to register / update your email address and / or other details in your DEMAT account, as per the process advised by your DP.

9. This Postal Ballot Notice, inter-alia, indicating the process and manner of remote e-voting, is also available on the website(s) of the Company (<https://www.cheviotgroup.com>), remote e-voting service provider viz. NSDL (<https://www.evoting.nsdl.com>) and the stock exchanges where the shares of the Company are listed viz. BSE Limited (<https://www.bseindia.com>) and National Stock Exchange of India Limited (<https://www.nseindia.com>).



10. Members of the Company holding shares in physical or dematerialised form as on the cut-off date, who may not have received this Postal Ballot Notice due to non-registration of their email address or any other reason, are requested to download this Postal Ballot Notice from any of the website(s) mentioned at **Note 9** of this Postal Ballot Notice and record their assent or dissent on the Postal Ballot through remote e-voting module of NSDL during the remote e-voting period.

11. The Board of Directors of the Company have appointed Mr. Mohan Ram Goenka, a practising company secretary (Membership No. F4515, CP No. 2551), as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

12. The Scrutinizer shall, within two working days from the conclusion of the postal ballot, submit his report on the votes cast in favour or against through remote e-voting, to the Chairperson or to any other person authorised by him in writing. The results of Postal Ballot will be declared on or before 5:00 p.m. IST on Monday, 18th March, 2024 at the Registered Office of the Company by placing the results of the Postal Ballot along with the Scrutinizer's report on the website of the Company (<https://www.cheviotgroup.com>) and displayed on the Notice Board at the Registered Office of the Company. The results along with the Scrutinizer's report will also be displayed on the website of NSDL <https://www.evoting.nsdl.com> and submitted to the Stock Exchange(s), where the shares of the Company are listed viz. BSE Limited (<https://www.bseindia.com>) and National Stock Exchange of India Limited (<https://www.nseindia.com>).

13. The resolutions, if assented to by the requisite majority of the members by means of Postal Ballot, shall be deemed to have been passed on Thursday, 14th March, 2024, being the last date specified for remote e-voting.

14. Pursuant to Section 113 of the Act, a person authorised by resolution shall be entitled to exercise the right to vote by postal ballot through remote e-voting on behalf of the body corporate which he / she represents. Institutional / corporate members (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG format) of resolution authorising their representative to vote on their behalf, to the Scrutinizer at [investorservices@chevjute.com](mailto:investorservices@chevjute.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Facility will be available on NSDL e-voting system for institutional/corporate members to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on “**Upload Board Resolution / Authority Letter**” displayed under ‘**e-voting**’ tab in their login.

15. Attention of members is invited to Circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31st July, 2023 read with Circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 4th August, 2023 issued by the Securities and Exchange Board of India (“**SEBI**”) for awareness on online resolution of disputes in the Indian Securities Market through common Online Dispute Resolution (“**ODR**”) Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. A member shall first take up his / her / their grievance with the Company by lodging a complaint directly with the Company. If the grievance is not redressed satisfactorily, the member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting these options for resolution of the grievance, if the member is still not satisfied with the outcome, he / she / they can initiate dispute resolution through the ODR Portal at: <https://smartodr.in/login>. SEBI circulars are available on the website of the Company at <https://www.cheviotgroup.com>.

16. Members whose shares are lying in the unclaimed suspense account of the Company in dematerialised form are requested to contact the Registrar by email at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or by post at 23, R.N. Mukherjee Road, 5th Floor, Kolkata 700001 to claim their shares. The details are available on the website of the Company (<https://www.cheviotgroup.com>).

## 17. Process and manner for remote e-voting on NSDL e-Voting system

### I. How to vote electronically using NSDL e-voting system?





The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-voting system

##### A. Login method for e-voting for individual members holding shares in dematerialised form.

In terms of SEBI circular dated 9th December, 2020 on “**e-Voting facility provided by Listed Companies**”, individual members holding securities in dematerialised form are allowed to vote through their demat account maintained with Depositories / Depository Participants (DPs). Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

Login method for individual members holding securities in dematerialised form is given below:

Type of member	Login Method
<p>Individual members holding securities in dematerialised form with NSDL</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> users can visit the website of NSDL (<a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>) either on a desktop / laptop or on a mobile phone. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” section. This will prompt the users to enter their User ID and Password. After successful authentication, users will be able to see e-voting services under value added services. Click on “<b>Access to e-voting</b>” under e-voting services and users will be able to see the e-voting page. Click on Company name or <b>e-voting service provider (ESP) - NSDL</b> and users will be re-directed to e-voting website of NSDL to record their assent or dissent on the resolutions during the remote e-voting period.</li> <li>If users are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at: <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a desktop / laptop or on a mobile phone. Once the home page of NSDL e-voting website is launched, click on the “<b>Login</b>” icon available under “<b>Shareholder / Member</b>” section. A new screen will open. Users will have to enter their User ID (i.e., your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, users will be able to see e-voting page. Click on options available against Company name or <b>ESP - NSDL</b> and users will be redirected to e-voting website of NSDL to record their assent or dissent on the resolutions during the remote e-voting period.</li> <li>Members can also download NSDL mobile app “<b>NSDL Speede</b>” facility by scanning the QR code mentioned here for seamless voting experience: <div data-bbox="890 936 1490 1249" style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p style="text-align: center; color: #0070C0;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div> </li> </ol>
<p>Individual members holding securities in dematerialised form with Central Depository Services (India) Limited (CDSL)</p>	<ol style="list-style-type: none"> <li>Registered users of CDSL Easi / Easiest facility can login through their existing User ID and password. Option will be made available to reach the e-voting page without any further authentication. The users can sign in Easi / Easiest website by visiting CDSL website <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> and click on <b>Login to - My Easi</b> tab under quick links and then use their existing User ID and password.</li> <li>After successful login, the Easi / Easiest users will be able to see the e-voting option. On clicking the e-voting option, users will be able to see e-voting page of the <b>ESP – NSDL</b> to record their assent or dissent on the resolutions during the remote e-voting period. Additionally, there is also links provided to access the system of all ESP, so that the users can visit the ESP website directly.</li> <li>If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> and click on <b>Login to - My Easi</b> tab under quick links and then click on <b>To Register for Easi / Easiest</b>.</li> <li>Alternatively, the user can directly access e-voting page by providing demat account number and PAN from an e-voting link available on <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> home-page. The system will authenticate the user by sending OTP on registered mobile number and email ID as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in process and also able to directly access the system of all ESP.</li> </ol>
<p>Individual members (holding securities in dematerialised form) login through their DP(s)</p>	<p>Individual members can also login using the login credentials of their demat account through their Depository Participant(s) (DPs) registered with NSDL / CDSL for e-voting facility. Once logged in, users will be able to see the e-voting option. Click on e-voting option, users will be redirected to NSDL / CDSL depository site after successful authentication, wherein users can see e-voting feature. Click on Company name or <b>ESP - NSDL</b> and users will be redirected to e-voting website of NSDL to record their assent or dissent on the resolutions during the remote e-voting period.</p>



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

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

Login type	Helpdesk details
Securities held with NSDL	Contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: (022) 4886 7000 or (022) 2499 7000.
Securities held with CDSL	Contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at toll free no.: 1800 22 55 33.

**B. Login method for members other than individual members holding shares in dematerialised form and members holding shares in physical form.**

**How to log-in to NSDL e-voting system?**

1. Visit e-voting website of NSDL by opening your web browser and type the following URL either on a desktop / laptop or on a mobile phone: <https://www.evoting.nsdl.com/>.
2. Once the home page of NSDL e-voting website is launched, click on the “**Login**” icon available under “**Shareholder / Member**” section.
3. A new screen will open. You will have to enter your User ID, Password / OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS Login. Once you login to NSDL e-services using your login credentials, click on “**e-voting**” and proceed to Step 2, i.e., Cast your vote electronically on NSDL e-voting system.
4. Your User ID details are given below:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
i) For members who hold shares in demat account with NSDL	8 character DP ID followed by 8 digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
ii) For members who hold shares in demat account with CDSL	16 digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your User ID is 12*****
iii) For members holding shares in physical form	<b>EVEN – 127823</b> , followed by Folio Number registered with the Company. For example, if your Folio Number is 001*** then your User ID is 127823001***

5. Password details for members other than individual members holding securities in dematerialised form are given below:
  - i) If you are already registered for e-voting, then you can use your existing Password to login and vote electronically.
  - ii) If you are using the NSDL e-voting system for the first time, you will need to retrieve the “initial password” which was communicated to you. Once you retrieve your initial password, you need to enter the “initial password” and the system will prompt you to change your password.
  - iii) How to retrieve your “initial password”?
    - a) If your email ID is registered in your demat account or with the Company, your “initial password” was communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for your NSDL account or the last 8 digits of your client ID for your CDSL account or Folio number for shares held in physical form. The .pdf file contains your “User ID” and your “initial password”.
    - b) If your e-mail ID is not registered, then please follow the steps as mentioned below at Note 17(II).





6. If you have not received the “initial password” or are unable to retrieve it or have forgotten your Password:
  - i) Click on the “**Forgot User Details / Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on <https://www.evoting.nsdl.com/>.
  - ii) Click on “**Physical User Reset Password?**” (If you are holding shares in physical form) option available on <https://www.evoting.nsdl.com/>.
  - iii) Members can also use the OTP (One Time Password) based login to record their assent or dissent on the resolutions through the e-voting system of NSDL.
  - iv) If you are still unable to get your password following the aforesaid options, you can send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.
7. After entering your password, tick on agree to “**Terms and Conditions**” by selecting on the check box.
8. Next, you will have to click on “**Login**” button.
9. After you click on the “**Login**” button, the homepage of e-voting will open.

## **Step 2: Cast your vote electronically on NSDL e-voting system.**

1. After successful login, by following Step 1, you will be able to see the “**EVEN**” of all the companies in which you hold shares and whose voting cycle is in “**active**” status.
  2. Select **EVEN – 127823** of **Cheviot Company Limited** for which you wish to cast your vote during the remote e-voting period.
  3. Now you are ready for e-voting as the voting page opens.
  4. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “**Submit**”. Also click on “**Confirm**” when prompted.
  5. Upon confirmation, the message, “**Vote cast successfully**” will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- II. Process for those members whose email address is not registered with the Company / Depositories, to register their email address and / or to procure user ID and password for remote e-voting on resolutions set out in this postal ballot notice.**
- i. Members holding shares in physical form and who have not registered their email address with the Company can get the same registered by submitting Form ISR-1 duly filled and signed by email to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or [investorservices@chevjute.com](mailto:investorservices@chevjute.com) or by post to the office of the RTA at 23, R.N. Mukherjee Road, 5th Floor, Kolkata 700 001. Form ISR-1 is available for download on RTA website <https://www.mdpl.in>.
  - ii. Members holding shares in the dematerialised form and who have not registered their email address are requested to register / update their email address with their respective DP(s).
  - iii. Individual members holding securities in dematerialised form are requested to refer to the login method explained at Step 1(A) under Note 17(I) above i.e., Login method for e-voting for individual members holding shares in dematerialised form. Individual members holding securities in dematerialised form are allowed to vote through their demat account maintained with DP(s). Individual members are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.
  - iv. Alternatively, members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and password for e-voting by providing relevant documents viz. scan copies of share certificate (front and back) and PAN of member for physical folios or scan copies of client master and PAN of member for demat holders.



## General guidelines for members

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the NSDL e-voting system will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details / Password?**” or “**Physical User Reset Password?**” option available on <https://www.evoting.nsdl.com> to reset the password.
  2. In case of any query / grievance connected with remote e-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on the toll-free no.: (022) 4886 7000 or (022) 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
18. In case of any query or difficulty related to Postal Ballot, members may also write to [investorservices@chevjute.com](mailto:investorservices@chevjute.com).
19. SEBI, vide Circular dated 17th November, 2023, has deleted reference to the term ‘freezing/frozen’ and done away with the referral of folios by the RTA / Company to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and / or Prevention of Money Laundering Act, 2002 in Para 19.2 of “**Master Circular for Registrars to an Issue and Share Transfer Agents**” dated 17th May, 2023 to mitigate unintended challenges. However, it is mandatory for all holders of physical securities to furnish valid PAN, nomination, contact details, bank account details, specimen signature for their corresponding folio numbers. Members holding shares in physical form are requested to submit their PAN, KYC details, nomination etc. in prescribed forms, to the RTA / Company, if they have not done so already. Members holding shares in dematerialised form are requested to intimate their PAN, KYC details, nomination etc. to their respective DPs, if they have not done so already.
20. A person who is not a member of the Company on the cut-off date should treat this Postal Ballot Notice for information purposes only.

## STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULES THEREUNDER AND SS-2

### Item No. 1

The Board of Directors, on the recommendation of the nomination and remuneration committee (NRC), at their meeting held on 30th January, 2024, unanimously considered and approved the appointment of Mr. Sutirtha Bhattacharya (DIN: 00423572), aged 66 years, (Mr. Bhattacharya) as an Additional Director in the capacity of Independent Director of the Company with effect from 1st April, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and Article 131 of the Articles of Association of the Company, to hold office of Independent Director for a term of 5 (five) consecutive years with effect from 1st April, 2024 to 31st March, 2029, subject to the approval of the members by way of a Special Resolution through Postal Ballot.

Mr. Bhattacharya is a 1985-Batch IAS officer (Retd.) and former Chairman and Managing Director of Coal India Limited. He is the ex-Chairperson of the West Bengal Electricity Regulatory Commission. He was past Secretary of Jute Manufactures Development Council. He is a Physics graduate from Presidency College, Kolkata. He has more than 35 years of experience in field of Energy, Finance and Administration. He was a member of Andhra Pradesh Pollution Control Board. He has earlier served in various departments of the Andhra Pradesh Government including as Principal Secretary (Energy & Infrastructure), Government of Andhra Pradesh. He has also held directorship in several companies in the past including PTC India Limited, GMR Hyderabad International Airport Limited and held the position of CMD in The Singareni Collieries Company Limited. He had been associated with port, airport, natural gas and public private partnership projects implementation during his service.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member, proposing the candidature of Mr. Bhattacharya for the office of independent director. Mr. Bhattacharya has submitted a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act read with Rules thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company and is not disqualified from being appointed as director in terms of Section 164 of the Act and has also given his consent to act as Director of the Company, if appointed. Mr. Bhattacharya fulfilled the compliance of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and has registered himself on the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs.



In order to have the required number of Independent Director on the Board in conformity with Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations, the NRC recommended the candidature of Mr. Bhattacharya for appointment as an Independent Director w.e.f. 1st April, 2024. Mr. Bhattacharya fulfilled the desired attributes laid down by NRC for selection of candidate in the office of Independent Director. Given the diversity of experience and positions held by him, the Board was satisfied that the appointment is justified and considered it desirable and in the interest of the Company to have Mr. Bhattacharya on the Board of the Company. His skills and capabilities are aligned to the role of Independent Director and will bring in wider scope of experience and expertise and strengthen the independence of the Board. The Board of Directors are of the view that Mr. Bhattacharya meets the skills and capabilities required for the role of Independent Director.

In the opinion of the Board, Mr. Bhattacharya fulfils the conditions specified in the Act, the Rules framed thereunder and SEBI Listing Regulations, for his appointment as an Independent Director and he is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Brief profile and other information in respect of Mr. Bhattacharya seeking appointment as required under Regulation 36(3) of SEBI Listing Regulations and SS-2 are provided in **Annexure** forming part of this Postal Ballot Notice.

Upon his appointment, Mr. Bhattacharya shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings and commission as may be decided by the Board in each year within the limits prescribed under Section 197 of the Act read with Schedule V thereto or any modification(s) or re-enactment thereof, subject to such approvals as may be required.

In terms of Regulations 17 and 25 of SEBI Listing Regulations read with Sections 149, 150, 152 of the Act, Rules framed thereunder and Schedule IV to the Act, the approval of the members is sought, by way of a special resolution through Postal Ballot, for the appointment of Mr. Bhattacharya as an Independent Director of the Company.

The document containing the terms and conditions of the appointment of Independent Director is uploaded on the website of the Company at <https://www.cheviotgroup.com> and shall also be made available for inspection as mentioned in Note 2 of the Postal Ballot Notice.

None of the directors and / or key managerial personnel of the Company and / or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Postal Ballot Notice. The Board of Directors recommend passing of the proposed Special Resolution as set out at Item No. 1 of the Postal Ballot Notice.

## **Item No. 2**

The Board of Directors, on the recommendation of the nomination and remuneration committee (NRC), at their meeting held on 30th January, 2024, unanimously considered and approved the appointment of Mr. Deo Kishan Mohta (DIN: 00060170), aged 71 years, (Mr. Mohta) as an Additional Director in the capacity of Independent Director of the Company with effect from 1st April, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and Article 131 of the Articles of Association of the Company, to hold office of Independent Director for a term of 5 (five) consecutive years with effect from 1st April, 2024 to 31st March, 2029, subject to the approval of the members by way of a Special Resolution through Postal Ballot.

Mr. Mohta has received his Bachelor's degree of commerce from University of Calcutta. He is a law graduate and a Fellow Member of the Institute of Company Secretaries of India. He has vast experience of more than 40 years in the Jute Industry. He has held senior positions as Director, President (Corporate Affairs) and Company Secretary in the past.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member, proposing the candidature of Mr. Mohta for the office of independent director. Mr. Mohta has submitted a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act read with Rules thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company and is not disqualified from being appointed as director in terms of Section 164 of the Act and has also given his consent to act as Director of the Company, if appointed. Mr. Mohta fulfilled the compliance of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and has registered himself on the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs.



In order to have the required number of Independent Director on the Board in conformity with Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations, the NRC recommended the candidature of Mr. Mohta for appointment as an Independent Director w.e.f. 1st April, 2024. Mr. Mohta fulfilled the desired attributes laid down by NRC for selection of candidate in the office of Independent Director. Given his expertise in legal and corporate affairs arena, the Board was satisfied that the appointment is justified and considered it desirable and in the interest of the Company to have Mr. Mohta on the Board of the Company. Mr. Mohta is a person of integrity and his skills and experience are aligned to the role of an Independent Director and will help to bring independent judgement and good corporate governance practices. The Board of Directors are of the view that Mr. Mohta meets the skills and capabilities required for the role of Independent Director.

Mr. Mohta shall attain the age of 75 (seventy-five) years during his tenure of appointment as Independent Director. He had an illustrious career spanning over four decades. The Board of Directors are of the view that his directorship beyond 75 (seventy-five) years is justified and will be beneficial to the functioning and future growth of the Company in view of his decision making abilities and in-depth knowledge of the operations in Jute Industry.

In the opinion of the Board, Mr. Mohta fulfils the conditions specified in the Act, the Rules framed thereunder and SEBI Listing Regulations, for his appointment as an Independent Director and he is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Brief profile and other information in respect of Mr. Mohta seeking appointment as required under Regulation 36(3) of SEBI Listing Regulations and SS-2 are provided in **Annexure** forming part of this Postal Ballot Notice.

Upon his appointment, Mr. Mohta shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings and commission as may be decided by the Board in each year within the limits prescribed under Section 197 of the Act read with Schedule V thereto or any modification(s) or re-enactment thereof, subject to such approvals as may be required.

In terms of Regulations 17 and 25 of SEBI Listing Regulations read with Sections 149, 150, 152 of the Act, Rules framed thereunder and Schedule IV to the Act, the approval of the members is sought, by way of a special resolution through Postal Ballot, for the appointment of Mr. Mohta as an Independent Director of the Company.

The document containing the terms and conditions of the appointment of Independent Director is uploaded on the website of the Company at <https://www.cheviotgroup.com> and shall also be made available for inspection as mentioned in Note 2 of the Postal Ballot Notice.

None of the directors and / or key managerial personnel of the Company and / or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Postal Ballot Notice. The Board of Directors recommend passing of the proposed Special Resolution as set out at Item No. 2 of the Postal Ballot Notice.

### **Item No. 3**

The Board of Directors, on the recommendation of the nomination and remuneration committee (NRC), at their meeting held on 30th January, 2024, unanimously considered and approved the appointment of Mr. Siddharth Jhajharia (DIN: 01385496), aged 50 years, (Mr. Jhajharia) as an Additional Director in the capacity of Independent Director of the Company with effect from 1st April, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and Article 131 of the Articles of Association of the Company, to hold office of Independent Director for a term of 5 (five) consecutive years with effect from 1st April, 2024 to 31st March, 2029, subject to the approval of the members by way of a Special Resolution through Postal Ballot.

Mr. Jhajharia has received his Bachelor's degree of commerce from Jyotivihar University. He is a Fellow Member of the Institute of Chartered Accountants of India. He has post qualification experience of more than 26 years in the audit of numerous manufacturing and trading companies, specialising in Paper, Tea Industry, Hotel and Real Estate Sectors. He has specialisation on Taxation, Auditing and Assurance. He is associated with a number of social organisations and professional organisations such as Rotary Club of Victoria, Direct Taxes Professional Association, Views Exchanges and Toastmaster International etc. He is a Partner of Salarpuria Jajodia & Co. Chartered Accountants at Kolkata.



In terms of Section 160 of the Act, the Company has received a notice in writing from a member, proposing the candidature of Mr. Jhajharia for the office of independent director. Mr. Jhajharia has submitted a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act read with Rules thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company and is not disqualified from being appointed as director in terms of Section 164 of the Act and has also given his consent to act as Director of the Company, if appointed. Mr. Jhajharia fulfilled the compliance of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and has registered himself on the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs.

In order to have the required number of Independent Director on the Board in conformity with Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations, the NRC recommended the candidature of Mr. Jhajharia for appointment as an Independent Director w.e.f. 1st April, 2024. Mr. Jhajharia fulfilled the desired attributes laid down by NRC for selection of candidate in the office of Independent Director. Given his expertise in financial literacy and taxation matters, the Board was satisfied that the appointment is justified and considered it desirable and in the interest of the Company to have Mr. Jhajharia on the Board of the Company. Mr. Jhajharia has achieved significant expertise in the field of accounting and related financial management in his professional career. His skills and capabilities are aligned to the role of Independent Director and will strengthen the internal financial control mechanism. The Board of Directors are of the view that Mr. Jhajharia meets the skills and capabilities required for the role of Independent Director.

In the opinion of the Board, Mr. Jhajharia fulfils the conditions specified in the Act, the Rules framed thereunder and SEBI Listing Regulations, for his appointment as an Independent Director and he is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Brief profile and other information in respect of Mr. Jhajharia seeking appointment as required under Regulation 36(3) of SEBI Listing Regulations and SS-2 are provided in **Annexure** forming part of this Postal Ballot Notice.

Upon his appointment, Mr. Jhajharia shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings and commission as may be decided by the Board in each year within the limits prescribed under Section 197 of the Act read with Schedule V thereto or any modification(s) or re-enactment thereof, subject to such approvals as may be required.

In terms of Regulations 17 and 25 of SEBI Listing Regulations read with Sections 149, 150, 152 of the Act, Rules framed thereunder and Schedule IV to the Act, the approval of the members is sought, by way of a special resolution through Postal Ballot, for the appointment of Mr. Jhajharia as an Independent Director of the Company.

The document containing the terms and conditions of the appointment of Independent Director is uploaded on the website of the Company at <https://www.cheviotgroup.com> and shall also be made available for inspection as mentioned in Note 2 of the Postal Ballot Notice.

None of the directors and / or key managerial personnel of the Company and / or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Postal Ballot Notice. The Board of Directors recommend passing of the proposed Special Resolution as set out at Item No. 3 of the Postal Ballot Notice.

#### **Item No. 4**

Mrs. Rashmi Prashad (DIN: 00699317), aged 63 years, (Mrs. Prashad) was appointed as an Independent Director of the Company by the members at the Annual General Meeting of the Company held on 24th July, 2019 for a period of 5 (five) consecutive years commencing from 1st April, 2019 to 31st March, 2024 (both days inclusive).

Mrs. Prashad is a graduate from University of Kanpur. She hails from the reputed Jhunjhunwala family of Kanpur. She was the Managing Director of Mechpara Plantations and Industries Limited and has long experience of managing well established Tea Gardens owning companies with good track record. She is a member of Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company. Her first term of appointment as Independent Director of the Company shall conclude on 31st March, 2024 and she is eligible for re-appointment for a second term.



Mrs. Prashad has submitted a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act read with Rules thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties as an Independent Director of the Company and is not disqualified from being re-appointed as director in terms of Section 164 of the Act and has also given her consent to act as Director of the Company, if re-appointed. Mrs. Prashad fulfilled the compliance of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and has registered herself on the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs.

The Board of Directors, on the recommendation of the nomination and remuneration committee (NRC), at their meeting held on 30th January, 2024, unanimously considered and approved the re-appointment of Mrs. Prashad as an Independent Director of the Company, to hold office of Independent Director for a second term of 5 (five) consecutive years with effect from 1st April, 2024 to 31st March, 2029, subject to the approval of the members by way of a Special Resolution through Postal Ballot.

Based on the performance evaluation report of Mrs. Prashad during her first term of appointment, the NRC observed that she possesses diverse skills, leadership capabilities, time commitment and acumen to provide insightful contributions on the matters discussed on the Board. She has vast business experience of more than four decades and can exercise independent judgement in the best interest of the Company. Her skills and capabilities are aligned to the role of Independent Director and will bring valuable insights on a broad range of business, social and governance issues that are relevant to the Company. Considering her performance evaluation report and the recommendation of NRC, the Board of Directors are of the view that Mrs. Prashad meets the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable in the interest of the Company to re-appoint her as an Independent Director.

In the opinion of the Board, Mrs. Prashad fulfils the conditions specified in the Act, the Rules framed thereunder and SEBI Listing Regulations, for her re-appointment as an Independent Director and she is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Brief profile and other information in respect of Mrs. Prashad seeking re-appointment as required under Regulation 36(3) of SEBI Listing Regulations and SS-2 are provided in **Annexure** forming part of this Postal Ballot Notice.

Upon her re-appointment, Mrs. Prashad shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings and commission as may be decided by the Board in each year within the limits prescribed under Section 197 of the Act read with Schedule V thereto or any modification(s) or re-enactment thereof, subject to such approvals as may be required.

In terms of Regulations 17 and 25 of SEBI Listing Regulations read with Sections 149, 150, 152 of the Act, Rules framed thereunder and Schedule IV to the Act, the approval of the members is sought, by way of a special resolution through Postal Ballot, for the re-appointment of Mrs. Prashad as an Independent Director of the Company.

The document containing the terms and conditions of the re-appointment of Independent Director is uploaded on the website of the Company at <https://www.cheviotgroup.com> and shall also be made available for inspection as mentioned in Note 2 of the Postal Ballot Notice.

Except Mrs. Prashad, being an appointee, none of the directors and / or key managerial personnel of the Company and / or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Postal Ballot Notice. The Board of Directors recommend passing of the proposed Special Resolution as set out at Item No. 4 of the Postal Ballot Notice.

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

Kolkata, 30th January, 2024

CIN: L65993WB1897PLC001409

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

Ph: +91 82320 87911/12/13 | Email: [cheviot@chevjute.com](mailto:cheviot@chevjute.com) | Website: [www.cheviotgroup.com](http://www.cheviotgroup.com)



## ANNEXURE

[FORMING PART OF THE NOTICE OF POSTAL BALLOT DATED 30TH JANUARY, 2024]

### Information in respect of director(s) seeking appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”)

1	Name	Mr. Sutirtha Bhattacharya	Mr. Deo Kishan Mohta	Mr. Siddharth Jhaharia	Mrs. Rashmi Prasad
2	DIN	00423572	00060170	01385496	00699317
3	Date of Birth	2nd August, 1957	2nd November, 1952	18th December, 1973	16th November, 1960
4	Age	66 years	71 years	50 years	63 years
5	Nationality	Indian	Indian	Indian	Indian
6	Brief Resume of the director	As provided in the Statement annexed to this Postal Ballot Notice.	As provided in the Statement annexed to this Postal Ballot Notice.	As provided in the Statement annexed to this Postal Ballot Notice.	As provided in the Statement annexed to this Postal Ballot Notice.
7	Date of appointment / re-appointment	1st April, 2024	1st April, 2024	1st April, 2024	1st April, 2024
8	Date of first appointment on the Board	1st April, 2024	1st April, 2024	1st April, 2024	1st April, 2019
9	Qualifications	B.Sc. (Physics), 1985-Batch IAS (Retd.)	B. Com(H), LLB, FCS	B. Com, FCA	Graduate from the University of Kanpur
10	Experience / Nature of expertise in Specific Functional Areas	More than 35 years of experience. Expertise in administration and governance.	More than 40 years of experience in Jute Industry operations. Expertise in legal and corporate affairs.	More than 26 years of experience. Expertise in Taxation, Audit and Assurance.	More than 40 years of experience in Industry. Expertise in CSR and administration.
11	Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	As provided in Special Resolution set forth at Item No. 1 of this Postal Ballot Notice, read with the Statement thereto.	As provided in Special Resolution set forth at Item No. 2 of this Postal Ballot Notice, read with the Statement thereto.	As provided in Special Resolution set forth at Item No. 3 of this Postal Ballot Notice, read with the Statement thereto.	As provided in Special Resolution set forth at Item No. 4 of this Postal Ballot Notice, read with the Statement thereto.
12	Remuneration last drawn by such person, if applicable	N.A.	N.A.	N.A.	Commission of ₹ 5.00 Lakhs and Sitting Fees of ₹ 0.30 Lakh was paid during the FY 2022-23.
13	Number of Board Meetings attended during the FY 23-24	N.A.	N.A.	N.A.	2 (two) Board Meetings
14	Directorship held in other listed companies. (As on 30th January, 2024)	None	None	None	None
15	Chairmanship / Membership of Committees of other Boards. (As on 30th January, 2024)	None	None	None	None
16	Listed companies from which the person has resigned in the past three years.	None	None	None	None
17	Relationships between director(s) inter se / other key managerial personnel(s) of the Company.	None	None	None	None
18	Shareholding in the Company including shareholding as a beneficial owner. (As on 30th January, 2024)	NIL	182 ordinary shares of face value of ₹ 10 each.	NIL	NIL
19	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As provided in the Statement annexed to this Postal Ballot Notice.	As provided in the Statement annexed to this Postal Ballot Notice.	As provided in the Statement annexed to this Postal Ballot Notice.	As provided in the Statement annexed to this Postal Ballot Notice.



## ANNEXURE

[FORMING PART OF THE NOTICE OF POSTAL BALLOT DATED 30TH JANUARY, 2024]

### Information in respect of director(s) seeking appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) (Contd...)

20. Directorship in unlisted companies (As on 30th January, 2024):

Sl. No.	Name	DIN	Directorship held in unlisted companies	
(1)	Mr. Sutirtha Bhattacharya	00423572	None	
(2)	Mr. Deo Kishan Mohta	00060170	None	
(3)	Mr. Siddharth Jhajharia	01385496	1.	Devina Abasan Private Limited
			2.	Exclusive Supply Private Limited
			3.	Goldenheart Realtors Private Limited
			4.	Improved Realtors Private Limited
			5.	Jhilam Realtors Private Limited
			6.	Jwalamata Realtors Private Limited
			7.	Kalpeshwar Realtors Private Limited
			8.	Knot Barter Private Limited
			9.	Maestro Hotels and Resorts Private Limited
			10.	Mahishmardini Griha Nirman Private Limited
			11.	Mathuranaresh Apartments Private Limited
			12.	Medha Real Estates Private Limited
			13.	Real Griha Nirman Private Limited
			14.	Shivgamini Construction Private Limited
			15.	Sudhakar Supply Private Limited
			16.	Wonder Distributor Private Limited
			17.	Xellent Hi Rise Private Limited
			18.	Yamuna Hi Rise Private Limited
(4)	Mrs. Rashmi Prashad	00699317	1.	Chalsa Investments Private Limited
			2.	Kalchini Enterprises Limited