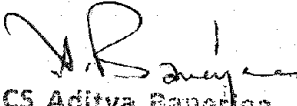




## PROCEEDINGS OF THE 124TH ANNUAL GENERAL MEETING OF THE COMPANY

- The 124th Annual General Meeting ('AGM') of Cheviot Company Limited (the 'Company') was held on Friday, 12th August, 2022 at 11.00 a.m. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'). The AGM commenced at 11:00 A.M. and concluded at 11:46 A.M.
- 44 members including 5 authorised representatives of bodies corporate were present throughout the AGM.
- The Chairman and Managing Director of the Company could not attend the AGM due to health reasons. The Directors present unanimously elected Mr. Utkarsh Kanoria, Wholetime Director of the Company to chair the AGM in accordance with Article 96 of the Articles of Association of the Company.
- Mr. Utkarsh Kanoria took the Chair and welcomed all the members and informed that the AGM has been held through VC/OAVM to maintain the social distancing norms in compliance with the circulars issued by the Ministry of Corporate Affairs. He further informed that the Company has taken all feasible steps to ensure that the members were provided with an opportunity to participate at the AGM and vote on the items being considered at the AGM.
- The requisite quorum being present, the Chairperson called the meeting to order and introduced all the Directors present. The chief financial officer, company secretary, representatives of statutory auditor, secretarial auditor and the Scrutinizer were also present at the AGM.
- He then informed that the statutory registers and documents were made available and shall remain accessible to the members for inspection in electronic mode, during the AGM.
- The Chairperson then stated that:
  - a) As per the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided its members the facility to cast their vote through the remote e-voting system provided by National Securities Depository Limited (NSDL);
  - b) Members present at the AGM and who have not voted earlier through remote e-voting can cast their vote during the AGM through e-voting facility on NSDL e-voting website;
  - c) Mr. Mohan Ram Goenka, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the votes cast through e-voting during the AGM and during remote e-voting period.

Contd... (2)

  
CS Aditya Banerjee  
Company Secretary and Compliance Officer  
Cheviot Company Limited

**CHEVIOT COMPANY LTD.**



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- The Notice dated 20th June, 2022 convening the AGM was taken as read. The following business as per Agenda Item No. 1 to 6 of the Notice dated 20th June, 2022 were transacted at the AGM:

**Ordinary Business:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022 and the Report of the Board of Directors and independent auditors thereon.
2. To declare dividend on the ordinary shares for the financial year ended 31st March, 2022.
3. To appoint a director in place of Mrs. Malati Kanoria (DIN 00253241), who retires by rotation and, being eligible, offers herself for re-appointment.
4. Re-appointment of M/s. Singhi & Co. Chartered Accountants (Firm Registration Number - 302049E), as Statutory Auditors of the Company, for the second term of 5 (five) consecutive years from the conclusion of the 124th AGM till the conclusion of the 129th AGM.

**Special Business:**

5. Re-appointment of Mr. Utkarsh Kanoria (DIN 06950837) as Whole-time Director, for a further period of 5 (five) years with effect from 24th May, 2022. (As a Special Resolution)
  6. Ratification of remuneration payable to the Cost Auditor M/s D. Radhakrishnan & Co, Cost Accountants (Registration No. 000018) for the financial year ending 31st March, 2023. (As an Ordinary Resolution)
- The Chairperson informed that the independent auditor's report on the financial statements for the year ended 31st March, 2022 and the secretarial auditor's report for the year ended 31st March, 2022 do not contain any qualification, reservation, adverse remark or disclaimer. Accordingly, such reports were not required to be read out at the AGM as provided in the Companies Act, 2013.
  - Thereafter, the pre-registered members spoke at the AGM and the Chairperson replied to them suitably.
  - The Chairperson then announced that the results of the e-voting shall be declared and uploaded on the websites of the Company, BSE Limited, National Stock Exchange of India Limited and NSDL by the end of the day.
  - The Chairperson thanked the members and declared the AGM closed.

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CS Aditya Banerjee

Company Secretary and Compliance Officer

Cheviot Company Limited

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- Scrutinizer's consolidated report on the results of the remote e-voting and e-voting during the AGM was received on Friday, 12th August, 2022, in terms of which all the resolutions were found to have been passed by requisite majority.
- The Voting Results have been disseminated on the websites of the Company, BSE Limited, National Stock Exchange of India Limited and NSDL on Friday, 12th August, 2022.

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**CS Aditya Banerjee**  
**Company Secretary and Compliance Officer**  
**Cheviot Company Limited**

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**CHEVIOT COMPANY LTD.**

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