



Ref No.: [●]

Date: [●]

To
[●]

Dear [●]

Sub: Letter of Appointment as an Independent Director of the Company

Further to our letter dated 30th January, 2024 and in terms of Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Sections 149, 150 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, we are pleased to inform that your appointment as an Independent Director of the Company with effect from 1st April, 2024, to hold office of Independent Director for a term of 5 (five) consecutive years with effect from 1st April, 2024 to 31st March, 2029, has been approved by the members of the Company through Postal Ballot, results of which were declared on [●]

As per the requirements of the Act, the above is being formalised through this letter of appointment.

Please note that this is a contract for service and is not a contract of employment.

Your appointment is for a consecutive period of 5 (five) years with effect from 1st April, 2024 to 31st March, 2029. This tenure is subject to your meeting the criteria of independence and not being disqualified to be a director under the provisions of the Act and SEBI Listing Regulations.

You are expected to provide your expertise and experience to carry out the following role and functions in the Board:

- (a) To help in bringing an independent judgment to bear on the Board’s deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (b) To bring in objective views in the evaluation of the performance of the Board and management;
- (c) To scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (d) To satisfy yourself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (e) To safeguard the interests of all stakeholders, particularly the minority shareholders;
- (f) To balance the conflicting interest of the stakeholders;
- (g) To determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (h) To moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder’s interest.

You may be nominated in one or more committees of the Board and in such event, you will be provided with the relevant Committee’s terms of reference and any specific responsibilities.

You shall take sufficient care to perform the duties mentioned in the Code for Independent Director under Schedule IV to the Act, applicable provisions under SEBI Listing Regulations, Cheviot policies and the Articles of Association of the Company that come with your appointment as an Independent Director along with accompanying liabilities.

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CHEVIOT COMPANY LTD.



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You will follow “the Code for Independent Director” as per Schedule IV to the Act, “Company Code of Conduct” and Code of Business Ethics as may be formulated by the Board that the Company expects its directors and employees to follow and furnish an annual affirmation of the same.

You shall follow the professional conduct as an Independent Director of the Company as indicated below:

- a) uphold ethical standards of integrity and probity;
- b) exercise your responsibility in a bona fide manner in the interest of the Company;
- c) Refrain from any action that would lead to loss of independence;
- d) Assist the Company in implementing the best corporate governance practices.

You will apply the highest standards of confidentiality, and not disclose to any person or company, the information acquired during your appointment as an Independent Director which are confidential to the Company or any Group Companies, except as permitted by law or with prior clearance from the Chairperson.

You are required to make disclosure of your interest as per the requirements of Section 184 of the Act and not participate in the meeting of the Board where any contract or arrangement in which you are interested is discussed.

The provisions for Directors and Officers (D & O) Insurance, if any, shall be decided by the Board of Directors of the Company.

You are required to participate in the familiarisation program to understand the nature and operation of the industry to help you perform the relevant duties and obligations as an Independent Director.

You may participate in any meeting(s) of the board or committee of directors, when necessary, through video conferencing or other audio visual means, as per the provisions of the Act and Rules made thereunder.

Your performance evaluation shall be done by the Board of Directors annually, without your participation. You will participate in reviewing the performance of non-independent directors and the Board as a whole, performance of the Chairperson and other independent directors.

You will follow the "Code of Conduct to Regulate, Monitor and Report Trading in Securities of Cheviot Company Limited by Insiders" and comply with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. You shall not trade in the securities of the Company or make any public statement while in possession of price-sensitive information or during the period Trading Window is closed for Insiders of Cheviot Company Limited.

You will be entitled to 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.

We look forward to your association with us.

Yours sincerely,

For **Cheviot Company Limited**

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Mr. Harsh Vardhan Kanoria

Chairman and Managing Director

DIN: 00060259

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