



VIGIL MECHANISM / WHISTLE BLOWER POLICY

1. Preamble

- 1.1 This Whistle Blower Policy of Cheviot Company Limited is formulated to establish a vigil mechanism in accordance with the provisions of Section 177 of the Companies Act, 2013 and Rules thereunder read with Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 9A(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for directors and employees to report genuine concerns and enable employees to report instances of leak of unpublished price sensitive information.
- 1.2 In terms of Regulation 4(2)(d) of the Listing Regulations, this Policy is devised to provide an effective vigil mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

2. Definitions

“**Act**” means the Companies Act, 2013 and Rules thereunder

“**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company under the provisions of Section 177 of the Act read with Regulation 18 of the Listing Regulations.

“**Board**” means the Board of Directors of the Company.

“**Company**” means the Cheviot Company Limited.

“**Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**Protected Disclosure**” means any written communication in good faith that discloses or demonstrates information of any statutory non-compliance, unethical behaviour, misconduct, actual or suspected fraud or violation of the Company’s Code of Conduct, misappropriation of monies, leak of unpublished price sensitive information or any other matter or incidence that is believed to have an adverse effect concerning the Company. The Protected Disclosure should be factual and not speculative or in the nature of an interpretation or speculation and should contain as much specific information as possible to allow for proper investigation of the nature and extent of the concern.

“**Suspect**” means any person or persons alleged to be involved in the misconduct.

“**This Policy**” means the Vigil Mechanism/Whistle Blower Policy of Cheviot Company Limited.

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“**Vigilance Officer**” means the Compliance Officer of the Company, who shall be responsible to receive Protected Disclosure from Whistle Blower, maintaining records thereof, placing the same before the Audit Committee for its investigation and informing the Whistle Blower the result thereof.

“**Whistle Blower**” means the employees or directors of the Company or group of employees or any other stakeholder who make a Protected Disclosure under this Policy.

Any other term not defined herein shall have the same meaning as defined in the Act or Listing Regulations.

3. Objective

3.1 This Policy covers reporting of malpractices and misconducts which have taken place, suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, any instances of leak or suspected leak of unpublished price sensitive information and / or other matters or activity which is believed to have affected the interest of the Company.

3.2 This Policy is intended to encourage and enable a mechanism to raise serious concerns within the Company prior to seeking resolution outside the Company.

4. Procedure for reporting under this policy

4.1 The Whistle Blower shall send a Protected Disclosure in a closed and sealed envelope addressed to:

The Chairman of the Audit Committee or The Vigilance Officer

Cheviot Company Limited

24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata 700 016

4.2 The envelope should be super scribed “**Protected Disclosure under the Whistle Blower Policy**”.

4.3 The Protected Disclosure should be supported with specific factual information as much as possible for proper investigation of the concern and should not be on the basis of speculation or interpretation.

4.4 The Whistle Blower should mention his/her identity in the Protected Disclosure. An anonymous Protected Disclosure shall not be entertained. No action on the Protected Disclosure shall be initiated in case the identity of the Whistle Blower is not provided or the same is found to be false or incorrect.

4.5 In order to protect the identity of Whistle Blower, the Company shall not issue any acknowledgement and initiate the investigation for verification of the Protected Disclosure.

4.6 In appropriate and exceptional cases, the Whistle Blower shall have direct access to the Chairman of the Audit Committee as witness to any incidence or for seeking protection or to report victimisation.

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5. Reporting Leakage of or Suspected Leakage of Unpublished Price Sensitive Information

- 5.1 Any employee becoming aware of any leakage of or any suspected leakage of Unpublished Price Sensitive Information shall report such event to the Vigilance Officer or the Chairman of the Audit Committee under this Policy.
- 5.2 The Company shall initiate appropriate inquiries on becoming aware of leak of Unpublished Price Sensitive Information and inform SEBI promptly of such leaks, inquiries and result of such inquiries in accordance with the policies and procedure laid down in the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons of Cheviot Company Limited.

6. Protection from victimization to the Whistle Blower

- 6.1 The Company does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing. This Policy ensures that employees are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences.
- 6.2 The identity of the Whistle Blower shall be kept confidential. Further information as required from the Whistle Blower may be called for, if required.
- 6.3 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her reporting under this policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimisation or any other unfair employment practice being adopted against Whistle Blower and shall provide necessary protection to the Whistle Blower.
- 6.4 However, a Whistle Blower who knowingly makes false allegations under this Policy, shall be viewed seriously and shall be subject to disciplinary action and will not be protected under this Policy. The Company may take suitable action against the concerned Whistle Blower including reprimand.

7. Investigation

- 7.1 The Audit Committee may direct to conduct a formal investigation into the Protected Disclosure and may at its discretion consider involving any other officer of the Company and / or an external agency to carry out investigation and report the outcome of the investigation to the Audit Committee.
- 7.2 During investigation, the suspect may be suspended or restricted to interfere with the investigation or accessing the workstation to avoid tampering or destruction of any evidence and to avoid influencing or intimidating any witness.



- 7.3 Unless there are compelling reasons not to do so, the suspect will be given an opportunity to respond to material findings contained in the investigation report. If allegations are not sustained, the suspect shall be allowed to resume his/her duties.
- 7.4 The investigation shall normally be concluded within a period of 90 days from the date of receipt of the Protected Disclosure and may be extended by another 90 days if the Chairman of the Audit Committee deems fit.
- 7.5 All information disclosed during the course of the investigation will remain confidential, except as may be necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Protected Disclosure to appropriate external regulatory authorities.
- 7.6 If an investigation leads to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall report to the Board, who will decide to take such disciplinary or corrective action against the suspect as it may deem fit. The Vigilance Officer shall inform the Whistle Blower of the final report/findings.

8. Retention of Protected Disclosures and Investigation Reports

- 8.1 The Vigilance Officer shall maintain all Protected Disclosures and investigation reports with a summary of the date and nature of Protected Disclosure received and disposal thereof for a period of five (5) years from the date of receipt of the Protected Disclosure. Confidentiality will be maintained to the identity of the Whistle Blower, as indicated above.

9. Awareness among employees

- 9.1 This Policy is to be hosted on the Notice Board of the Company and uploaded on the website of the Company to create awareness among the employees to enable them to report genuine concerns and instances of leak of unpublished price sensitive information to the Company.
- 9.2 The details of establishment of vigil mechanism shall also be disclosed in the Board Report.

10. Amendment to this Policy

- 10.1 The Board of Directors reserves its right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever.

REVIEWED AND ADOPTED BY THE BOARD OF DIRECTORS AT THEIR MEETING HELD ON 13TH FEBRUARY, 2025.

THIS INFORMATION IS DISPLAYED ON THE WEBSITE OF THE COMPANY IN COMPLIANCE WITH REGULATION 46(2)(e) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

CHEVIOT COMPANY LTD.

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