



PROCEEDINGS OF THE 126TH ANNUAL GENERAL MEETING OF THE COMPANY

- The 126th Annual General Meeting ('AGM') of Cheviot Company Limited (the 'Company') was held on Friday, 9th August, 2024 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 11:45 A.M.
- Mr. Harsh Vardhan Kanoria, Chairman and Managing Director of the Company chaired the AGM in accordance with Article 96 of the Articles of Association of the Company.
- 51 members joined and remained present throughout the AGM.
- The Chairman welcomed all the members and informed that the AGM was held through VC/OAVM 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 in the AGM and vote on the items being considered at the AGM.
- The requisite quorum being present, the Chairman called the meeting to order and introduced all the Directors present. The Chairman informed that the chief financial officer, company secretary, auditors and scrutinizer were also present at the AGM.
- He then informed that the registers and other documents open for inspection were available and shall remain accessible to the members for inspection in electronic mode on NSDL e-voting system, during the AGM.
- The Chairman 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 e-voting facility to the members to cast their vote through the remote e-voting system provided by National Securities Depository Limited (NSDL).
 - b) Members present during the AGM and who have not voted earlier through remote e-voting can cast their vote during the AGM through e-voting facility from the voting page on NSDL e-voting system.
 - c) Mr Mohan Ram Goenka, Practising Company Secretary has been appointed as Scrutinizer to scrutinize the votes cast through e-voting during the AGM and during remote e-voting period.
- The Chairman informed that the Notice dated 24th May, 2024 convening this AGM and the Annual Report for the year ended 31st March, 2024 was sent electronically to the registered email address of the members of the Company. The Notice dated 24th May, 2024 convening the AGM was taken as read with permission of the members. Since the resolutions placed at the AGM have already been put to vote through remote e-voting, there was no proposing and seconding of resolutions.

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The following business as per Agenda Item No. 1 to 4 of the Notice dated 24th May, 2024 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, 2024 together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend of ₹ 5/- (Rupees Five only) per ordinary share on 60,16,875 ordinary shares of face value of ₹ 10/- each (50%), amounting to ₹ 3,00,84,375/- (Rupees Three Crores Eighty-Four Thousand Three Hundred Seventy-Five only) for the financial year ended 31st March, 2024.
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.

Special Business:

4. (As an Ordinary Resolution): 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, 2025.
- The Chairman informed that the independent auditor's report on the financial statements for the year ended 31st March, 2024 received from the statutory auditors do not contain any qualification, reservation, adverse remark or disclaimer necessitating any discussion or explanation to be read out. The remarks in the secretarial audit report for the year ended 31st March, 2024 along with the comments thereon in the Board Report have already been circulated to the members in the Annual Report. The audit reports were then taken as read with permission of the members.
 - Thereafter, the pre-registered members spoke at the AGM and the Chairman addressed to them suitably.
 - The Chairman 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 within two working days.
 - The Chairperson then thanked the members for attending the AGM and concluded the meeting. He informed the members about 15 minutes of e-voting arrangement available for those members who attended the AGM but did not cast their vote earlier during remote e-voting.
 - The meeting closed at 11:45 a.m. (IST) after the e-voting ended.

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