



CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF CHEVIOT COMPANY LIMITED

1 Preamble

1.1 This **Code of Conduct** is framed under Regulation 9(1) read with Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI Insider Regulations”) to Regulate, Monitor and Report Trading in Securities of Cheviot Company Limited (“the Company”) by the designated persons and immediate relatives of designated persons and procedure for inquiry in case of leak of or suspected leak of Unpublished Price Sensitive Information.

1.2 This Code of Conduct is reviewed, updated and approved by the Board of Directors of the Company at their meeting held on 13th February, 2025.

2 Unpublished Price Sensitive Information (UPSI)

2.1 An UPSI means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel.

3 Persons governed by this Code of Conduct

3.1 This Code of Conduct shall apply to the following persons at all times:

- (i) Promoters and promoter group companies, directors and key managerial personnel of the Company;
- (ii) Chief Executive Officer (CEO) of the Company and employees in the senior management up to two levels below CEO, irrespective of their functional role or ability to have access to UPSI;
- (iii) Any other employee or support staff of the Company designated by the Board of Directors on the basis of their functional role or access to UPSI in the Company;
- (iv) Immediate relatives of the designated persons;
- (v) Any other person as may be identified by the Compliance Officer.



3.2 Fiduciaries, such as auditors, accountancy firms, law firms, analysts, merchant bankers, consultants, banks etc., assisting or advising the Company, who are required to handle UPSI in the course of performance of their duties shall formulate a code of conduct for their designated persons and immediate relatives of designated persons in accordance with Regulation 9(2) of the SEBI Insider Regulations.

4 Handling UPSI on “need to know” basis

4.1 All UPSI shall be handled within the Company on a "need to know" basis. No insider shall communicate, provide or allow access to any UPSI to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. No person shall induce or procure UPSI from an insider except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4.2 UPSI may be communicated, provided, allowed access to or procured in terms of Regulation 3(3) of the SEBI Insider Regulations, subject to execution of confidentiality agreements and non-disclosure obligations and trading restrictions as prescribed under Regulation 3(4) of the SEBI Insider Regulations.

4.3 The Company shall create necessary barrier to prevent the inadvertent spread and misuse of confidential information and block the exchange of information between departments. The norms for appropriate Chinese Wall procedure shall include secured access to files containing confidential information and electronic records with adequate password security measures. Any person who is required to cross the wall for legitimate purpose agree to maintain the confidentiality of UPSI and shall not pass on such information to any other person, directly or indirectly.

4.4 Any person who is brought ‘inside’ on sensitive transactions will be made aware of the duties and responsibilities attached to the receipt of Inside Information and the liability that attaches to misuse or unwarranted use of such information. The designated persons shall decide when to bring in people on sensitive transaction on case to case basis and shall share such information with the Compliance Officer.

4.5 The Company shall maintain a structured digital database containing the nature of UPSI and the names of such persons who have shared the UPSI for legitimate purpose and also the names of such persons with whom UPSI is shared, along with their Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained internally for a period of not less than eight years after completion of the relevant transactions with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.



5 Restriction on trading in securities

- 5.1 No insider who is in receipt of or in possession of UPSI shall trade in securities of the Company while in possession of such UPSI. An insider who has ceased to be associated with the Company shall not, directly or indirectly, trade in securities of the Company while in possession of UPSI, for a period of 6 months from the period of such cessation.
- 5.2 The designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
- 5.3 The Compliance Officer shall determine to close the Trading Window when a designated person or a class of designated persons can reasonably be expected to have possession of UPSI. The time of re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, not earlier than forty-eight hours after the UPSI becomes generally available.
- 5.4 The trading restriction period shall be applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information. The framework for restricting trading by designated persons by freezing PAN at security level shall be applicable every quarter for declaration of financial results and the demat account of the designated persons and their immediate relatives, as may be applicable, will be frozen from the start of the quarter until the conclusion of trading window closure date after the declaration of financial results.

6 Trading in securities

- 6.1 An insider may formulate a trading plan and submit to the Compliance Officer, setting out the parameters for each trade to be executed in accordance with Regulation 5(2)(v) of the SEBI Insider Regulations, for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such trading plan. Such trading plan shall not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of trading plan and not entail overlapping of any period for which another trading plan is already in existence or trading in securities for market abuse. Trading plan may be submitted in the format set out in **Annexure A**.
- 6.2 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law or if the price of the security is outside the price limit set by the insider or any UPSI in possession of the insider at the time of formulation of trading plan has not become generally available at the time of the trading. An approved trading plan would automatically lapse upon death of the insider.



- 6.3 In case of non-implementation (full/partial) of trading plan due to any reason, the decision of Audit Committee to accept or reject the submissions of the insider shall be notified by the Compliance Officer on the same day to the stock exchange(s), where the securities are listed.
- 6.4 Designated persons and their immediate relatives may execute trades at a time other than the trading window restrictions period, subject to compliance with the SEBI Insider Regulations. When the Trading Window is open, trading by designated persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trade(s), whether in one transaction or a series of transactions over any calendar quarter, aggregate to a trade value in excess of **INR 10,00,000/- (Rupees Ten lakhs)**.
- 6.5 Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 6.6 Trades that have been pre-cleared by the Compliance Officer have to be executed by the designated person within seven trading days, failing which fresh pre-clearance shall be required from the Compliance Officer considering prevailing situations.
- 6.7 In case the Compliance Officer or any of his Immediate Relatives (s) wish to deal in the Securities of the Company when the Trading Window is open, he shall make an application to the Managing Director of the Company for pre clearance. The remaining provisions of this Code of Conduct, as applicable to other designated persons, would also apply to the Compliance Officer.
- 6.8 A designated person who is permitted to trade shall not execute a Contra Trade for six months following the prior transactions, except trades pursuant to exercise of stock options, if any. However, the Compliance Officer may grant relaxation from strict applicability of such restriction for reasons to be recorded in writing, provided such restrictions do not violate the SEBI Insider Regulations. If a Contra Trade is executed, inadvertently or otherwise, in violation of such restriction, the profits from such trade will be liable to be disgorged for remittance to SEBI for credit to the Investor Education and Protection Fund.
- 6.9 The trading window restrictions shall not apply in respect of –
- (a) an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of Regulation 3 of the SEBI Insider Regulations and both parties had made a conscious and informed trade decision, provided that such UPSI was not obtained under Regulation 3(3) of the SEBI Insider Regulations, and reported by the insiders to the Company within two working days;
 - (b) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;



- (c) the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Regulation 3 of the SEBI Insider Regulations and both parties had made a conscious and informed trade decision, provided that such UPSI was not obtained under Regulation 3(3) of the SEBI Insider Regulations;
- (d) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- (e) the trades executed pursuant to a trading plan set up in accordance with Regulation 5 of the SEBI Insider Regulations;
- (f) a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by SEBI; and
- (g) transactions which are undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer, Offer for Sale (OFS) and Rights Entitlements (RE) transactions or such other transactions as may be specified by SEBI from time to time.

7 Compliance Officer and his duties

- 7.1 Mr. Aditya Banerjee, Company Secretary of the Company is designated as the Compliance Officer in accordance with Regulation 9(3) of the SEBI Insider Regulations.
- 7.2 The Compliance Officer shall approve or reject a trading plan within two trading days of the receipt of the trading plan and notify the approved trading plan to the stock exchanges on which the securities are listed, on the day of approval of such trading plan.
- 7.3 The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee at least once in a year about dealing in securities by the designated persons and immediate relatives of designated persons in the Company.
- 7.4 The Compliance Officer shall maintain the disclosure of trading by insiders, pre-clearance applications and other reporting by the designated persons for a minimum period of five years. The records of the designated persons and their immediate relatives shall be maintained in the Structural Digital Database.
- 7.5 The Compliance Officer shall create awareness among all designated persons about the duties and responsibilities attached on receipt of UPSI for handling UPSI strictly on a 'need to know' basis and the consequences for non-compliance with the Code of Conduct. The Compliance Officer shall assist all the designated person to comply with the SEBI Insider Regulations and this Code of Conduct.

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8 Formats for pre-clearance of trade

- 8.1 An application for pre-clearance of trade, along with a declaration and level of shareholding, shall be made to the Compliance Officer in the format set out in **Annexure B**.
- 8.2 The reporting of trade executed after pre-clearance or decisions not to trade after securing pre-clearance shall be reported to the Compliance Officer in the format set out in **Annexure C**.

9 Disclosure by Designated Persons

- 9.1 The designated persons shall disclose name and permanent account number of the following persons to the company on an annual basis and as and when the information changes in the format set out in **Annexure D**:
- (a) immediate relatives;
 - (b) persons with whom such designated person(s) share a material financial relationship;
 - (c) Phone, mobile and cell numbers which are used by them.

Explanation –

The term “immediate relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

- 9.2 The designated persons shall disclose the name of educational institutions from which the designated persons have graduated and names of their past employers shall also be disclosed on a one time basis in the format set out in **Annexure D**.

10 Internal controls to prevent insider trading

- 10.1 All employees who have access to UPSI shall be identified as designated person. The Company shall maintain a list of all employees and other persons with whom UPSI is shared in the Structural Digital Database and confidentiality agreements shall be signed or notice shall be served to all such employees and persons.
- 10.2 UPSI shall be identified and its confidentiality shall be maintained with adequate restrictions on communication or procurement of UPSI within the Company.



11 Reporting Requirements

- 11.1 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his / her holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company **within seven days** of such appointment or becoming a promoter, in **Form A** of SEBI Master Circular No. SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/039 dated March 23, 2023 or such other form and in such manner as may be specified by SEBI from time to time.
- 11.2 Every promoter, member of the promoter group, designated person and director of every company shall disclose to the Company the number of such securities acquired or disposed of **within two trading days** of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by SEBI in **Form B** of SEBI Master Circular No. SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/039 dated March 23, 2023 or such other form and in such manner as may be specified by SEBI from time to time.
- 11.3 The Company may at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company **within two working days** from the date of query in order to monitor compliance with SEBI Insider Regulations. The details of trading in securities by other connected persons as may be identified by the Company shall be obtained in **Form C** of SEBI Master Circular No. SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/039 dated March 23, 2023 or such other form as may be specified by SEBI from time to time.
- 11.4 Any off-market trades shall be reported by the insiders to the Company **within two working days**.
- 11.5 The disclosures to be made by any designated person shall include those relating to trading by such designated person's immediate relatives, and by any other person for whom such designated person takes trading decisions.
- 11.6 The disclosures of trading in securities shall also include gift, transmission, creation/revocation of pledge and traded value of the derivatives, if trading in derivatives of securities is permitted by any law for the time being in force.
- 11.7 The Company shall notify the particulars of such trading to the stock exchange(s), where the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information, in such form and in such manner as may be specified by SEBI from time to time. However, with the implementation of the System Driven Disclosures by the Stock Exchange(s) and Depositories, the manual filing of continual disclosure in certain cases shall no longer be mandatory.



12 Policy for procedure of inquiry in case of leak or suspected leak of UPSI

12.1 To strengthen the internal control system to prevent leak of UPSI and to take disciplinary actions, if found guilty of violating this Code of Conduct, apart from any action that SEBI may initiate/take against such person, the Board of Directors shall constitute **Insider Trading Monitoring Committee** (“the Committee”) consisting of two directors and two senior employees to conduct preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any, and report the facts and circumstances to the Board of Directors.

12.2 Procedure for inquiry in case of actual /suspected leak of UPSI:

12.2.1 The Committee shall initiate an enquiry upon becoming aware of actual or suspected leak of UPSI by way of:

- (a) A written complaint and/or email received through the whistle blower mechanism of the Company; or
- (b) Communication received from regulatory authorities; or
- (c) Suo-motu based on market rumour, inferences based on media reports, or observations made by analysts, etc.

12.2.2 The Committee shall have the discretion to decide if a preliminary enquiry is required to be undertaken, in each such case.

12.2.3 The Committee shall take cognizance of actual facts and decide if there appears to be any violation of securities laws.

12.2.4 Based on the findings of the preliminary enquiry, the Committee may decide to undertake a detailed enquiry in order to assess the veracity of the allegations regarding actual / suspected leak of UPSI;

12.2.5 While conducting any inquiry into cases of actual / suspected leak of UPSI, the Committee shall follow the principles of natural justice. Accordingly, it will accord due opportunity of being heard to the relevant person against whom the allegations have been levied, during the course of inquiry. Further, such person shall be entitled to make submissions and to lead evidence and depose witnesses etc., in their defense, before the Committee, and the Committee will be required to assess and consider the same before concluding on the matter.

12.2.6 Any Insider who has traded in securities of the Company while in possession of UPSI or during the trading restriction period, will be presumed to be motivated by the knowledge of such UPSI in his/her possession. Such person may prove his innocence by demonstrating the circumstances including the situations laid down in the SEBI Insider Regulations.

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- 12.3 Upon conclusion of the inquiry and on the basis of the outcome thereof, the Committee shall decide on a disciplinary action/penalty, if any, to be awarded to the person and submit its report to the Board of Directors. The decision of the Board of Directors shall be final and binding.
- 12.4 The Compliance Officer shall promptly inform SEBI of leaks, inquiries and the results of such inquiries.
- 12.5 It is the responsibility of every Insider to whom the Code of Conduct is applicable, to follow and comply with the provisions of the Code of Conduct. When in doubt, the Insiders may seek assistance of the Compliance Officer for any clarification on any provisions of this Code of Conduct or other related applicable regulations issued by SEBI.
- 12.6 The whistle-blower policy shall be circulated amongst all employees to create awareness. Any employee may report instances of leak or suspected leak of UPSI as per the whistler-blower policy adopted by the Company and published on the website.
- 12.7 The onus of showing that a certain person was in possession of or had access to UPSI at the time of trading would be on the person levelling the charge after which the person who has traded may make his/her submission to establish or justify that he/she has not violated the provisions of the Code of Conduct and/or SEBI Insider Regulations.

13 Penalty for contravention of Code of Conduct

- 13.1 Any person found to have traded in the securities of the Company or shared any UPSI in contravention of this Code of Conduct or the provisions of SEBI Insider Regulations, may be warned, penalised or appropriate disciplinary action may be taken by the Board of Directors against such person including freeze on increment/promotion, suspension or termination of employment, change in job role, as the Board of Directors deem appropriate.
- 13.2 Any penalty collected by the Company for contravention of this Code of Conduct shall be remitted to SEBI for credit to the Investor Education and Protection Fund.
- 13.3 Any action taken by the Board of Directors of the Company shall not preclude SEBI from taking any punitive action against such person as per the Statute.

14 Intimation of violation of the provisions of this Code of Conduct or SEBI Insider Regulations

- 14.1 Any violation of this Code of Conduct and/or the provisions of the SEBI Insider Regulations, observed by the Compliance Officer shall be promptly brought to the notice of the Board of Directors and informed to the stock exchanges, where the shares of the Company are listed, in the format set out in **Annexure 2** of SEBI Master Circular No. SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/039 dated March 23, 2023 or such other form and in such manner as may be specified by SEBI from time to time.

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15 Protection against retaliation and victimisation

15.1 Any employee, having original information relating to an act of insider trading, who chooses to file Voluntary Information Disclosure Form with SEBI either directly or through an advocate shall be protected against any unauthorised discharge, termination, demotion, suspension, threats, harassment, or discrimination, by reason of:

(i) filing a Voluntary Information Disclosure Form under SEBI Insider Regulations;

(ii) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or

(iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from co-operating with SEBI in any manner.

16 Review of this Code of Conduct

16.1 The Board of Directors shall review and amend this Code of Conduct, in whole or in part, as it may deem appropriate, from time to time, in compliance with the provisions of SEBI Insider Regulations.

16.2 In the event of any conflict between this Code of Conduct and the provisions of the SEBI Insider Regulations, the latter shall prevail.

Words or expressions mentioned in this Code of Conduct shall have the meaning as per the SEBI Insider Regulations.



ANNEXURE A

FORMAT FOR APPLICATION FOR TRADING PLAN

Date:

To
The Compliance Officer
Cheviot Company Limited
24, Park Street, Celica House, 9th Floor, Celica Park,
Kolkata – 700 016

Dear Sir

Subject: Application for approval of Trading Plan in accordance with Regulation 5 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Para 6.1 of Code of conduct to regulate, monitor and report trading in securities of Cheviot Company Limited (“Code of Conduct”)

Approval sought for Self Immediate relative.

I/We,[Name],[Designation] being a Designated Person under the Code of Conduct, intend to deal in the securities of the Company and accordingly, I/we hereby submit the following Trading Plan for your approval:

Sr. No.	Value of trade to be effected/ No. of securities to be traded	Nature of transaction [Purchase/Sale]	Trading Date or Period [Refer note 1]	Price limit [Refer Note 2]

Note 1: Trading Period shall not exceed 5 (five) consecutive trading days.

Note 2: This is an optional column. Applicant may inform an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

- (a) For a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
- (b) For a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

An undertaking in the prescribed format along with level of shareholding in the Company is enclosed with this application for doing the needful.

Signature of the Applicant

Encl: As stated above.

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Undertaking for approval of Trading Plan

I/we,[Name] [Designation], hereby submit the following undertaking in connection with my/our application dated to the Compliance Officer of Cheviot Company Limited, for the approval of Trading Plan to deal in the securities of Cheviot Company Limited (“the Company”) :-

1. That I/we am/are not in possession/knowledge of "Unpublished Price Sensitive Information" up to the time of signing this undertaking;
2. That I/we will not commence trading earlier than one hundred and twenty calendar days from the public disclosure of the approved trading plan;
3. That the proposed trading plan does not overlap with any existing trading plan and the intention to trade in securities of the Company are not for market abuse;
4. That I/we understand that the trading plan once approved shall be irrevocable and I/we shall mandatorily implement the trading plan without any deviation from the trading plan except for reasons beyond my/our control and I/we shall inform the Compliance Officer after the trading is executed as per trading plan or non-implementation (full/partial) with reasons thereof and supporting documents, if any, within two trading days from the end of tenure of the approved trading plan. Provided adjustments in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan may be sought with the approval of the Compliance Officer and the same shall be notified on the stock exchanges, on which securities are listed;
5. That I/we have not knowingly contravened any provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct as notified by the Company;
6. That I/we agree to abide by the contra trade restrictions;
7. That I/we have made a full and true disclosure in the matter.

Level of Shareholding and Proposed Transaction

NAME	EXISTING SHAREHOLDING	PROPOSED TRANSACTION FOR WHICH TRADING PLAN APPROVAL IS SOUGHT	
		Value of trade to be effected/ No. of securities to be traded	Nature of transaction [Purchase/Sale]
	No. of shares		

Shareholding of immediate relatives and/or any person acting in concert to be also disclosed.

Signature of the Applicant

Date:

Place:

CHEVIOT COMPANY LTD.



ANNEXURE B

APPLICATION FOR PRE-CLEARANCE

Dated:

From: [Name and Designation of the Designated Person]

To

The Compliance Officer
Cheviot Company Limited
24, Park Street, Celica House, 9th Floor, Celica Park,
Kolkata – 700 016

Dear Sir,

Subject: Application for pre-clearance of trade under Para 8.1 of Code of conduct to regulate, monitor and report trading in securities of Cheviot Company Limited (“Code of Conduct”)

Approval sought for Self Immediate relative.

I/We,[Name],[Designation] being a Designated Person under the Code of Conduct, intend to deal in the securities of the Company and accordingly, I/we seek pre-clearance to acquire/sell ordinary shares of Cheviot Company Limited in demat form through secondary market/off-market transfer.

An undertaking in the prescribed format along with level of shareholding in the Company is enclosed with this application for doing the needful.

Signature of the Applicant

Encl: As stated above.

Ref No.

Dated:

FORMAT OF PRE-CLEARANCE ORDER

Dear Sir / Madam

Your above referred request for purchasing / selling ordinary shares of the Company has been considered and in light of undertaking and statement of existing holdings given by you, the application is hereby approved.

Please note that the aforesaid purchase / sale must be completed within 7 (seven) trading days from the date of this pre-clearance order.

For **Cheviot Company Limited**

Company Secretary and Compliance Officer

CHEVIOT COMPANY LTD.



Undertaking for approval of Pre-Clearance of Trade

I/We,[Name] resident of / having registered office at[Address], [Designation], hereby give the following undertaking in connection with my/our application dated to the Compliance Officer of Cheviot Company Limited, for pre-clearance of transaction to acquire/sellordinary shares of Cheviot Company Limited (“the Company”).

As required by the Company’s Code of Conduct to regulate, monitor and report trading in securities of Cheviot Company Limited, I/we undertake:-

1. That I/we do not have any access or have not received "Unpublished Price Sensitive Information" up to the time of signing this undertaking;
2. That in case I/we have access to or receive "Unpublished Price Sensitive Information" after signing of this undertaking but before the execution of the transaction, I/we shall inform the Compliance Officer of the change in our position and that I/we would completely refrain from dealing in the securities of the Company till the time such information becomes public;
3. That I/we have not knowingly contravened any provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct as notified by the Company;
4. That I/we undertake to execute the trade within 7(seven) trading days of the receipt of approval failing which I/we may seek fresh pre-clearance or report my/our decision not to trade within 2 days;
5. That I/we agree to abide by the contra trade restrictions;
6. That I/we have made a full and true disclosure in the matter.

Level of Shareholding and Proposed Transaction

NAME	EXISTING SHAREHOLDING	PROPOSED TRANSACTION FOR WHICH PRE-CLEARANCE APPROVAL IS SOUGHT	
		Value of trade to be effected/ No. of securities to be traded	Nature of transaction [Purchase/Sale]
	No. of shares		

Shareholding of immediate relatives and/or any person acting in concert to be also disclosed.

Signature of the Applicant

Date:

Place:

CHEVIOT COMPANY LTD.



ANNEXURE C

FORMAT FOR REPORTING AFTER PRE CLEARANCE OF TRADE

(To be submitted within two (2) days of dealing in securities of the Company or completion of pre clearance period)

Date:

To
The Compliance Officer
Cheviot Company Limited
24, Park Street, Celica House, 9th Floor, Celica Park,
Kolkata – 700 016

Dear Sir

Subject: Reporting of trades executed after pre clearance or decision not to trade after securing pre clearance under Para 8.2 of Code of conduct to regulate, monitor and report trading in securities of Cheviot Company Limited (“Code of Conduct”)

I/we have completed the trade in the securities of the Company after securing pre-clearance of trade as per your approval letter dated as detailed below:

Name, Address, PAN & Mobile Number	Relation	Demat Account Number	Date of acquisition / disposal	Mode of acquisition / disposal	Transaction Type	Exchange on which trade was executed	Securities acquired/ disposed	Value of securities acquired/ disposed

I declare that the above information is correct and that no provisions of the Company’s Code of Conduct and/or applicable laws/ regulations have been contravened for effecting the above said transaction(s).

I/we agree to abide by the contra trade restrictions.

OR

I/we wish to inform that I/we have decided not to trade in the securities of the Company after securing pre-clearance of trade as per your approval letter dated for the reason stated herein below:

[Mention reasons for the decision not to trade after securing pre-clearance]

Kindly take the information on record.

Signature of the Applicant

Date:

Place:

CHEVIOT COMPANY LTD.



ANNEXURE D

FORMAT FOR DISCLOSURE BY DESIGNATED PERSONS UNDER PARA 9 OF THE CODE OF CONDUCT

Date:

To

The Compliance Officer of Cheviot Company Limited
24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata – 700016

Dear Sir

Re: Disclosure under Para 9 of the Code of conduct to regulate, monitor and report trading in securities of Cheviot Company Limited (“Code of Conduct”)

In terms of Para 9.1 of the Code of Conduct, I _____ [Name] _____ [Designation] of the Company, hereby submit the details of my immediate relatives and any other person with whom I share a material financial relationship:-

Name	Relation	PAN	Whether dependent financially or consult in taking decisions relating to trading in securities (Yes/No)	Phone/ Mobile No.

* Further, in terms of Para 9.2 of the Code of Conduct, I hereby give the following one-time disclosure:

1. Name of educational institutions from where I have graduated:

Name of the Institution	University / Institute	Degree

2. Names of my past employer(s):

This is for your information and necessary action.

Thanking You
Yours faithfully

[Name of the Designated Person]

* applicable only if not provided earlier.

CHEVIOT COMPANY LTD.