



14th July, 2025

To

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400 001

**National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051

Ref: BSE Scrip Code – 526817 | NSE Symbol: CHEVIOT | ISIN - INE974B01016

Dear Sir/Madam

**Sub: Cheviot Company Limited – Annual Report for the financial year ended 31st March, 2025**

Pursuant to Regulations 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the year ended 31st March, 2025 together with Notice convening the 127th Annual General Meeting of the Company on **Thursday, 7th August, 2025 at 11:00 a.m.** through Video Conferencing / Other Audio Visual Means ('VC / OAVM') facility, in accordance with the provisions of the Companies Act, 2013 read with MCA/SEBI Circulars issued in this regard.

This is for your information and record.

Thanking you

Yours faithfully

**For Cheviot Company Limited**

**(Aditya Banerjee)**

**Company Secretary and Compliance Officer**

Encl. as stated above

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**CHEVIOT COMPANY LTD.**

CIN: L65993WB1897PLC001409 • +91 82320 87911/12/13 • cheviot@chevjute.com • www.cheviotgroup.com  
24 Park Street, Celica House, 9th Floor, Celica Park, Kolkata: 700 016, West Bengal, India.



**CHEVIOT**

SINCE 1897

## THE SOFTER SIDE OF BUSINESS







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# **EMPOWERING SUSTAINABILITY WITH EVERY FIBRE**

At Cheviot, we are redefining the future of eco-conscious living through the timeless strength and beauty of jute-a natural, biodegradable fiber that leaves no footprint behind. Rooted in sustainability, our mission is to create products that respect the planet, empower communities, and promote conscious consumption.

# OUR GREEN CONSCIENCE. OUR GREEN PHILOSOPHY.

Our green philosophy is built on the principles of responsible sourcing, sustainable production, and circular economy practices.





## OUR MISSION



To produce jute products adhering to international standards with highly specialised infrastructure and environmentally responsible practices. Cheviot strives to provide sustainable alternatives through processing of the eco-friendly and highly versatile golden fiber - Jute.



## OUR LINEAGE

Our Jute Mill, originally established in 1897, located in Budge Budge, West Bengal, near the banks of river Ganges, is one of India's foremost manufacturers and exporters of jute products. Headquartered in Kolkata, West Bengal, the Company is promoted and managed by the reputed Harsh Vardhan Kanoria family.

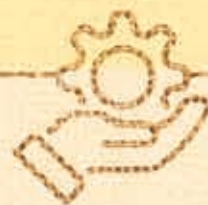


## OUR PRESENCE

- We are listed on the BSE Limited and the National Stock Exchange of India Limited.
- We are featuring in the list of top 2,000 listed companies in India by market capitalisation. Our market capitalisation was ₹ 59,272 Lakhs as on 31 March 2025.
- Promoters' stake in the Company was 74.8811% as on 31 March 2025.

## OUR PRODUCT BASKET

The Company offers an extensive range of jute products, serving diverse industrial and consumer needs with a focus on quality and innovation. Our product range includes conventional jute products such as sacking bags, hessian fabrics, and industrial yarns, alongside value-added offerings like fine fabrics for premium shopping bags, certified food-grade packaging, and technical textiles engineered for flooring and erosion control applications.







# OUR QUALITY ASSURANCE

Quality assurance is the key preoccupation at the Company and has been the hallmark for Cheviot products. The Company is accredited with **IS/ISO 9001:2015** - Quality Management Systems Certification, **IS/ISO 14001:2015** - Environmental Management Systems Certification and **IS/ISO 45001:2018** - Occupational Health and Safety Management Systems Certification. The Company has been granted **THREE STAR EXPORT HOUSE** status by the Ministry of Commerce and Industry, Government of India. The Company is proud recipient of Silver Export Award 2017-18 for conventional jute products and jute diversified products from the Ministry of Textiles, Government of India.

## Certifications



Ecovadis  
2023 - Bronze



ISO 9001:2015  
Quality Management  
Systems



ISO 14001  
Environment  
Management System



ISO 45001:2018  
Occupational  
Health & Safety



Three Star  
Export House



OEKO TEX  
Standard 100



Sedex - Supplier  
Ethical Data Exchange



# OUR FACILITIES



The Company has two state-of-the-art manufacturing units which are equipped with the latest technology and superior processes of manufacture, near Kolkata, West Bengal, India

## Budge-Budge Plant

A composite Jute Mill with over 4,000 employees, and with a daily manufacturing capacity of 160 Metric tons where raw jute is processed into finished yarns and fabrics through extensive and meticulous manufacturing processes.





## Falta Special Economic Zone Plant

A specialty weaving unit situated at the Falta special economic zone manufacturing superior fabrics and geotextiles exclusively for export. Here we have over 100 Automatic Sulzer Looms imported from Switzerland, which provide a near perfect weave and high quality fabrics.



# OUR CLIENTS



Our Company has an export presence in several countries across the globe. The domestic sales primarily consists of Government of India procurement of sacks for packaging of food grains along with local demand for fabrics, bags, and other specialised products.

## **North America**

USA  
Canada  
Mexico

## **South America**

Brazil  
Argentina  
Uruguay

## **Europe**

Netherland  
Belgium  
Turkey  
Poland  
Italy  
Germany  
France  
United Kingdom  
Spain  
Moldova  
Ukraine

## **Asia**

Russia  
Lebanon  
Jordan  
UAE  
Malaysia  
Japan  
Indonesia  
Saudi Arabia  
Sri Lanka

## **Oceania**

New Zealand

## **Africa**

Egypt  
Algeria  
Morocco  
Nigeria  
South Africa

## **Australia**



**35+** Number of countries to which our products have been exported

**25%** Export growth in FY 2024-25





# IMPACTING COMMUNITIES



At Cheviot, we firmly believe that giving back to the community is not just a choice but a responsibility. Guided by a deep sense of social commitment, we view corporate social responsibility as an integral part of our business mandate. Our sustainable philosophy is reflected in our efforts to reinvest in the very communities that support us—creating lasting impact where our roots lie.



## This is what the Company initiated under CSR in the year under review



Training young players for representing India in various sports forums under the Lakshya initiative.



Contributing to the school infrastructure at Sarangabad High School (H.S.) and Budge Budge P K High School in West Bengal.



Provided know-how on Soil, Water and Irrigation management, training for livelihood through agriculture, livestock, cold chain development etc. in the rural areas of Lasadiya Block in Rajasthan.

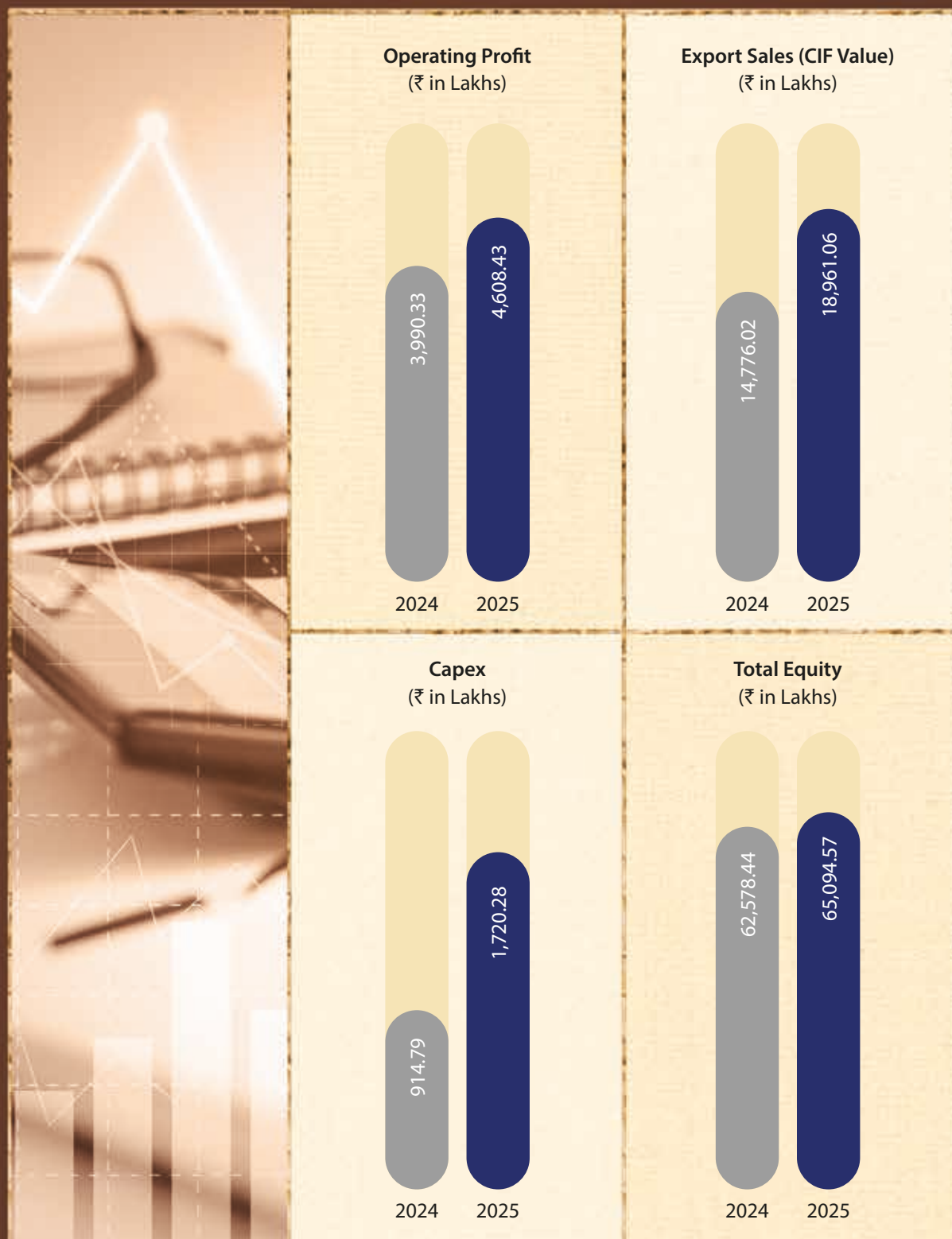
## Walking towards a greener and cleaner environment

Setting up a Solar PV Power Plant for captive consumption at our jute mill premises in Budge Budge, West Bengal.





# OUR PERFORMANCE



# TEN YEARS FINANCIAL HIGHLIGHTS



(₹ in Lakhs unless otherwise stated)

Year Ended	Share capital*	Reserves and surplus / Other equity**	Net worth**	Revenue from operations	Current Tax Expense^	Net profit for the year	Earnings per ordinary share (F.V. of ₹ 10/- each) @	Book Value per ordinary share @	Dividend per ordinary share @
							in ₹	in ₹	in ₹
31-03-16 #	451	41,358	41,809	34,304	1,453	3,647	53.90	617.85	11.33
31-03-17	451	47,005	47,456	39,354	1,465	4,948	73.12	701.31	0.67
31-03-18	431	49,608	50,039	37,612	1,948	5,408	82.43	773.78	0.67
31-03-19	647	60,539	61,186	39,456	2,155	5,018	77.59	946.14	1.00
31-03-20	647	61,670	62,317	45,805	1,505	4,812	74.41	963.63	48.00
31-03-21	627	67,590	68,217	39,576	1,577	7,572	118.43	1,088.54	175.00
31-03-22	602	54,698	55,300	57,113	2,382	7,935	127.40	919.08	60.00
31-03-23	602	56,679	57,281	56,359	1,795	5,446	90.51	952.00	27.00
31-03-24	602	61,976	62,578	46,280	1,228	6,939	115.33	1,040.05	5.00
31-03-25	585	64,510	65,095	43,943	1,575	5,774	98.08	1,114.28	5.00

\* Share capital includes amount forfeited ₹ 0.35.

\*\* Reserve and surplus/Other equity and Net worth include revaluation surplus arising on revaluation of certain property, plant and equipment.

# The figures for the year ended 31st March, 2016 are as per previous generally accepted accounting principles in India (Indian GAAP) and are not comparable with subsequent years.

@ To facilitate like to like comparison, adjusted for 1:2 bonus issue in F.Y. 2018-2019.

^ Current tax expense includes current tax shown in other comprehensive income but excludes income tax related to earlier years.



# Corporate information

## BOARD OF DIRECTORS

MR. HARSH VARDHAN KANORIA	DIN 00060259 Chairman and Managing Director, Chief Executive Officer
MR. ABHISHEK MURARKA	DIN 00118310 Wholetime Director
MR. UTKARSH KANORIA	DIN 06950837 Wholetime Director
MR. DEO KISHAN MOHTA	DIN 00060170 Non-Executive, Independent Director
MRS. RASHMI PRASHAD	DIN 00699317 Non-Executive, Independent Director
MR. SIDDHARTH JHAJHARIA	DIN 01385496 Non-Executive, Independent Director
MR. SUTIRTHA BHATTACHARYA	DIN 00423572 Non-Executive, Independent Director
MRS. MALATI KANORIA	DIN 00253241 Non-Executive, Non-Independent Director

<b>PRESIDENT (WORKS)</b> MR. DEBDAS MAZUMDAR	<b>CHIEF FINANCIAL OFFICER</b> MR. MADHUP KUMAR PATNI	<b>COMPANY SECRETARY AND COMPLIANCE OFFICER</b> MR. ADITYA BANERJEE
<b>REGISTERED OFFICE</b> 24, PARK STREET, CELICA HOUSE, 9TH FLOOR, CELICA PARK, KOLKATA PIN 700 016 WEST BENGAL  <b>BOARDLINE</b> +91 82320 87911/12/13  <b>E-MAIL ID</b> cheviot@chevjute.com investorservices@chevjute.com  <b>WEBSITE</b> <a href="https://www.cheviotgroup.com">https://www.cheviotgroup.com</a>  <b>CIN</b> L65993WB1897PLC001409	<b>BANKER</b> AXIS BANK LIMITED  <b>AUDITORS</b> <b>STATUTORY AUDITOR</b> SINGHI & CO. CHARTERED ACCOUNTANTS <b>INTERNAL AUDITOR</b> G.P. AGRAWAL & CO. CHARTERED ACCOUNTANTS <b>SECRETARIAL AUDITOR</b> M R & ASSOCIATES. PRACTISING COMPANY SECRETARIES <b>COST AUDITOR</b> D. RADHAKRISHNAN & CO. COST ACCOUNTANTS	<b>PLANTS LOCATION</b> <b>BUDGE BUDGE UNIT</b> 19, MEHTA ROAD, BADEKALINAGAR, BUDGE-BUDGE, 24-PARGANAS (SOUTH) PIN 700 137, WEST BENGAL  <b>FALTA UNIT</b> SECTOR II, FALTA SPECIAL ECONOMIC ZONE FALTA, 24-PARGANAS (SOUTH) PIN 743 504, WEST BENGAL

## REGISTRAR AND SHARE TRANSFER AGENT

### MAHESHWARI DATAMATICS PRIVATE LIMITED

**ADDRESS:** 23, R. N. MUKHERJEE ROAD (5TH FLOOR) KOLKATA PIN 700 001 WEST BENGAL

**PHONE:** (033) 2248 2248 / 2243 5029

**E-MAIL ID:** mdpldc@yahoo.com

**WEBSITE:** <https://www.mdpl.in>

# BOARD'S REPORT

(₹ in Lakhs)

Dear Members,

Your directors are pleased to present their report and the audited financial statements for the year ended 31st March, 2025.

## 1. FINANCIAL HIGHLIGHTS

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Revenue from operations	43,942.61	46,280.30
Operating profit after depreciation and amortisation	4,608.43	3,990.33
Add: Other income	2,901.94	4,500.03
<b>Profit before tax</b>	<b>7,510.37</b>	<b>8,490.36</b>
Less: Tax expense	1,736.18	1,550.98
<b>Profit for the year</b>	<b>5,774.19</b>	<b>6,939.38</b>

## 2. DIVIDEND

The Board of Directors have recommended a final dividend of ₹ 5/- per ordinary share on 58,41,875 ordinary shares of face value of ₹ 10/- each (50%), amounting to ₹ 292.09 for the year ended 31st March, 2025 (P.Y. ₹ 5/- per ordinary shares on 60,16,875 ordinary shares of face value of ₹ 10/- each (50%), amounting to ₹ 300.84) payable to those members whose name shall appear in the Register of Members or Register of Beneficial Owners maintained by the depositories, as on **Thursday, 31st July, 2025 (Record Date)**, subject to approval of the members at the ensuing annual general meeting of the Company. The resolution to declare dividend is set out at Agenda Item No. 2 of the Notice convening the 127th annual general meeting.

## 3. TRANSFER TO RESERVE

Your directors do not propose to transfer any amount to the reserves out of current year profits.

## 4. NATURE OF BUSINESS AND STATE OF COMPANY'S AFFAIRS

The Company is engaged in manufacturing and sale of Jute products. There has been no change in the nature of business of the Company during the year under review. Revenue from operations, profitability and earnings per share show under noted position during the year under review compared to previous year:

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Revenue from operations	43,942.61	46,280.30
Export sales (C.I.F. value)	18,961.06	14,776.02
Operating profit	4,608.43	3,990.33
Other income	2,901.94	4,500.03
Profit before tax	7,510.37	8,490.36
Tax expense	1,736.18	1,550.98
Profit for the year	5,774.19	6,939.38
Earnings per share (EPS) of face value of ₹ 10/- (In ₹)	98.08	115.33

Domestic demand was subdued and as a result capacity utilisation across the Jute Industry was lower during the year under review. Government orders continued to be a key support for the Industry. Export markets recovered during the year under review and your Company was able to increase export sales by more than 25% (twenty-five percent).

Despite a decrease in production as compared to the previous year, the overall operating margins and operating profit for the current year showed a significant increase.

Other income largely comprises of gains on investments sold or measured at fair value through profit or loss as per Ind AS-109, that depends on return from Indian stock market which has been volatile for some time. Accordingly, the bottom line was lower compared to previous year.



## BOARD'S REPORT (Contd..)

(₹ in Lakhs)

### 5. MANAGEMENT DISCUSSION AND ANALYSIS

#### a) Industry structure and developments

The Jute Industry faced a major drop in demand for food grain and sugar packaging bags during the year under review. Many jute mills had to cut operational shifts and working hours, which led to job losses and financial burden across the sector. The situation started to improve towards the end of the year under review, the effect of which shall be visible in current year.

The Government raised the minimum support price (MSP) for raw jute from ₹ 5,335/- per quintal for the 2024-25 season to ₹ 5,650/- per quintal for the 2025-26 season. This price hike is aimed to ensure farmers receive a fair return on their produce. Although the crop for 2024-25 season was lower compared to previous season, availability of raw jute fibre was at abundance due to carry over stock and lower demand.

The Jute Packaging Materials (Compulsory Use in Packing Commodities) Act, 1987 ("JPM Act") provides for the compulsory use of jute packaging material in the supply and distribution of certain commodities. Under the provisions of JPM Act, the Central Government has mandated packaging of 100% foodgrains and 20% sugar in jute bags. The non implementation of this JPM Act by the Sugar Industry is a cause of concern.

The Government of India has implemented the new price formula for Government orders of Jute sacks, benefits of which are flowing to the Jute Industry.

#### b) Opportunities and threats

##### Opportunities

- Environmental friendly bio-degradable characteristics of jute fibre will prevail over other packing materials like plastic and synthetic fibers in the long run;
- New biochemical treatments and fiber processing technologies are enhancing Jute's strength, durability and versatility;
- Increase in use of jute shopping bags, floor coverings, jute geo-textile products provides opportunity to boost demand of jute goods;
- Sustainability and environment issues will prevail.

##### Threats

- Raw jute crop is highly volatile and depend largely on weather conditions;
- Farmers shifting to cereal crop cultivation for higher returns causing a decline in the overall area under Jute cultivation;
- Shortage of workers for the Jute Industry is a concern;
- International markets remain uncertain.

#### c) Segment-wise or product-wise performance

The Company is engaged in a single business segment i.e. manufacturing and sale of jute goods. Hence, disclosure requirement as required by IND AS - 108 are not applicable in respect of business segment.

However, the geographical segments considered for disclosure are as under:

Particulars	For the year ended 31st March, 2025			For the year ended 31st March, 2024		
	Within India	Outside India	Total	Within India	Outside India	Total
Revenue *	24,566.59	18,961.06	43,527.65	31,179.42	14,776.02	45,955.44
Non-current assets other than financial instruments **	23,452.69	-	23,452.69	21,043.80	-	21,043.80

\* Revenue outside India includes USA ₹ 6,658.06 (P.Y. ₹ 4,404.80).

\*\* Non-current assets other than financial instruments include property, plant and equipment, capital work-in-progress, right of use assets, investment property, other intangible assets, intangible assets under development, non-current tax assets (net) and other non-current assets.

## BOARD'S REPORT (Contd..)

### d) Outlook

Fortune of Jute Industry largely depend on steady demand and optimum utilisation of capacity. Your Company has adequate capacity and flexibility to cater to the requirement from both domestic and overseas markets. We are looking forward to Government procurement to help generate demand for jute bags in the domestic market. Meanwhile, we continue to explore and reach out to overseas markets to offer diversified jute products. The outlook for the current year appears to be stable.

### e) Risks and concerns

The significant areas of risk and concern for the Jute Industry are:

- Area under jute cultivation is gradually shrinking as the farmers are utilising their land for cultivating cereal crops using modern farming techniques;
- Shortage of skilled Jute mill workers and lack of new generation incumbents in Jute Mills;
- Lack of research, promotion and awareness campaigns for the Jute Industry;
- Growth in the unorganised sector, which is leading to unequal competition. These units are also getting a share of the Government orders at the cost of organised units like our Company. Major expansion in this sector is underway.

### f) Internal control systems and their adequacy

The Board of Directors have designed and implemented various policies and procedures to strengthen the internal control system to ensure orderly and efficient recording and generation of reliable financial and operational information, safeguarding of assets from unauthorised use or losses, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, timely preparation of reliable financial information and ensuring compliance with corporate policies and applicable laws.

The Company maintains robust internal control systems in accordance with the size and complexity of its operations. The audit committee evaluates the internal control system periodically. During the year under review, no fraud was detected by the auditors. Internal audit findings and recommendations were presented to the audit committee and necessary remedial measures were implemented promptly.

The Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2025, based on the essential components of internal controls over financial reporting criteria established by the Company.

### g) Material developments in human resource/industrial relations front, including number of people employed

Industrial relations remained cordial during the year under review. There is shortage of new entrants in the Jute Industry. Wages are paid as per latest Tripartite Agreement. During the year under review, the Company voluntarily surrendered the exemption granted to the establishment under Section 17(1)(a) of the Employees' Provident Funds & Miscellaneous Provisions Act, 1952 and continue to operate as an un-exempted establishment w.e.f. 1st January, 2025. The Company continues to impart in-house training to new entrants to bring about all-round improvement in their working knowledge and skills. The Company also continues its various staff welfare schemes. The Company had 3,912 employees on rolls as on 31st March, 2025.

### h) Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations thereof

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024	% Change
Interest coverage ratio (in times)	325.10	527.46	(38.36)%
Debt-equity ratio (in times)	0.01	0.02	(50.00)%

Decrease in other income impacted the EBITA causing the interest coverage ratio to decline compared to previous year. Lower borrowings has improved the debt-equity ratio. There was no significant change in other key financial ratios. Please refer to Note 54 to the financial statements for the financial year ended 31st March, 2025 for more details on Financial Ratios.



## BOARD'S REPORT (Contd..)

(₹ in Lakhs)

- i) Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Return on Net Worth	11.64%	14.86%

The decrease in other income compared to previous year has impacted the Return on Net Worth.

- j) Discussion on financial performance with respect to operational performance

The following are the significant areas of financial performance:

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024	% Increase (Decrease)
Revenue from operations	43,942.61	46,280.30	(5.05)%
C.I.F. value of export sales	18,961.06	14,776.02	28.32%
Finance cost	33.45	36.76	(9.00)%
Inventories	12,295.80	10,664.13	15.30%
Purchase of property, plant and equipment, other intangible assets and investment property (including changes in capital work-in-progress, capital advances/creditors)	1,720.28	914.79	88.05%

Sluggish domestic demand affected the overall revenue from operations inspite of the improved overseas sales, both in terms of quantity and realisation, witnessed during the year under review. Interest pay-out was less as compared to the previous year.

Capex was substantially higher compared to previous year due to capacity addition through installation of shutterless looms and setting up a 2,274.48 kWp rooftop solar power plant for captive consumption.

Other financial and operational parameters remained stable during the year under review.

- k) Cautionary statement

Certain statements made in this report may be forward looking in the form of expectation or assumption of future events based on the prevailing situation. There remains a possibility that the actual results may differ from those expressed or implied in the statements depending on the circumstances.

### 6. SHARE CAPITAL

The Company has one class of issued share i.e. ordinary share of face value of ₹ 10/- each.

During the year under review, your Company completed Buy-Back of 1,75,000 fully paid up Ordinary Shares of ₹ 10/- each (representing 2.91% of the total number of Ordinary Share capital of the Company as at 31st March, 2024 at a Buy Back price of ₹ 1,800/- per ordinary share aggregating to ₹ 3,150.00 (Rupees Thirty One Crores Fifty Lakhs only) from all the eligible members of the Company holding shares as on the Record Date (Friday, 14th June, 2024), on a proportionate basis, through the "Tender Offer" route in accordance with the provisions of Section 68 of the Companies Act, 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018. The 1,75,000 ordinary shares bought back in dematerialised form were cancelled/extinguished in July, 2024.

The issued, subscribed and fully paid up ordinary share capital of the Company as at 31st March, 2025 stood at ₹ 584.54 consisting of 58,41,875 fully paid up ordinary shares of ₹ 10/- each (including ₹ 0.35 being the amount originally paid up on 7,000 ordinary shares not fully paid-up and forfeited).

The shares of Cheviot Company Limited are listed on BSE Limited and National Stock Exchange of India Limited. The Company has paid the Annual Listing Fees for the financial year 2025-26 to the stock exchanges. The shares of the Company are tradeable in dematerialised form and can be held in electronic form with any depositories under ISIN: INE974B01016.

During the year under review, the Company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to employees of the Company under any scheme.

## BOARD'S REPORT (Contd..)

### 7. CORPORATE GOVERNANCE

In terms of Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on corporate governance together with a certificate from M/s Rahul Srivastava & Co., a firm of practising company secretaries, confirming compliance thereof is given in **Annexure-I** forming part of this report.

### 8. ANNUAL RETURN

The Annual Return under Section 92 of the Companies Act, 2013 has been placed on the website of the Company and can be accessed from the web-link: <https://www.cheviotgroup.com/investors/>.

### 9. NUMBER OF MEETINGS OF THE BOARD

During the year under review, 4 (four) meetings of the Board of Directors were held on 24th May, 2024, 8th August, 2024, 8th November, 2024 and 13th February, 2025. The maximum gap between two meetings was less than one hundred and twenty days. The quorum was present at every meeting. Facility to participate in Board Meetings through video conferencing/other audio-visual means (VC/OAVM) was made available for the directors.

### 10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, the directors hereby state to the best of their knowledge and belief that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 11. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS

In compliance with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the nomination and remuneration committee had followed the laid down criteria for identification of persons who are eligible to hold the office of director, key managerial personnel and senior management of the Company including determination of qualifications, positive attributes and independence of the person and their remuneration and other matters provided under Section 178 of the Companies Act, 2013. The nomination and remuneration committee has affirmed that the remuneration paid to directors, key managerial personnel and senior management are in accordance with the remuneration policy of the Company.

The remuneration policy and criteria for determining qualifications, positive attributes and independence of a director are available on the website of the Company at <https://www.cheviotgroup.com/investors/>.

### 12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of investments made by the Company have been disclosed in Note 9 and Note 14 to the financial statements for the financial year ended 31st March, 2025. The Company has not given any loan or guarantee during the year.



## BOARD'S REPORT (Contd..)

(₹ in Lakhs)

### 13. SECRETARIAL STANDARDS

During the year under review, the Company had complied with the applicable Secretarial Standards viz. SS-1 "Secretarial Standard on Meetings of the Board of Directors" and SS-2 "Secretarial Standard on General Meetings", issued by The Institute of Company Secretaries of India.

### 14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Board of Directors have formulated a policy on materiality of related party transactions and on dealing with related party transactions which has been disclosed on the website of the Company.

There was no material related party transaction or material modification(s) in related party transactions entered into by the Company with its promoters, directors, key managerial personnel or other related parties which may have potential conflict with the interest of the Company at large or which warrants the approval of the members. There was no contract or arrangement entered during the year under review which is reportable in Form AOC-2 and hence does not form part of this report.

All transactions, entered into with related parties as defined under the Companies Act, 2013 read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year, were placed before the audit committee and the Board of Directors for prior approval or granted omnibus approval by the audit committee and reviewed on a quarterly basis.

Details of all related party transactions entered into by the Company including disclosure of related party transactions with any person or entity belonging to the promoter / promoter group or holding 10 per cent or more of the paid-up ordinary share capital of the Company are provided in Note 51 to the financial statements for the financial year ended 31st March, 2025, in compliance with IND AS-24.

### 15. MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THIS REPORT

There has been no material change and/or commitment affecting the financial position of the Company between the end of the financial year and date of this report.

### 16. CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, your Company had spent ₹ 136.13 on CSR activities, which was higher than 2% (two percent) of the average net profits of last three financial years computed as per Section 135 read with Section 198 of the Companies Act, 2013. CSR programs were oriented toward various activities to support education and measures for reducing inequalities faced by socially and economically backward groups. CSR programs were also undertaken to promote nationally recognised sport and for benefit of armed force dependents.

The annual report on CSR activities, in terms of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, is provided in **Annexure-II** forming part of this report.

The composition of corporate social responsibility committee for the financial year ended 31st March, 2025 is given below:

Name of the directors	Designation	Category
Mrs. Malati Kanoria	Chairperson	Non-Executive Director
Mrs. Rashmi Prashad	Member	Independent Director
Mr. Sutirtha Bhattacharya	Member	Independent Director

The composition of CSR Committee, CSR Policy and CSR Projects approved by the Board of Directors are available on the website of the Company and can be accessed from the web-link: <https://www.cheviotgroup.com/investors/>.

## BOARD'S REPORT (Contd..)

### 17. PARTICULARS OF REMUNERATION

Information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been provided in **Annexure-III** forming part of this report.

The details prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report. However, with regard to the provisions of the second proviso to Section 136(1) of the Companies Act, 2013 and second proviso to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Annual Report excluding the said information is being sent to the members of the Company. The said information is available for inspection and any member interested in obtaining such information may write to the company secretary and the same will be furnished on request.

### 18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

Information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 for the financial year ended 31st March 2025, in relation to the conservation of energy; technology absorption; and foreign exchange earnings and outgo are provided in **Annexure-IV** forming part of this report.

### 19. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

The Board of Directors have formulated a risk management policy for the Company, identifying therein the elements of risk and concern that may threaten the existence of the Company. The senior management monitors the risk elements, risk assessment and minimisation procedures on a quarterly basis and updates the audit committee and the Board of Directors from time to time. The elements of risk and concern are periodically evaluated by the Board of Directors in a systematic approach to identify any change in risk elements and mitigate or reduce the impact of risk elements. Discussion on risks and concerns have been made in this report under the head 'Management Discussion and Analysis'.

### 20. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

No company became or ceased to be the Company's subsidiary, joint venture or associate company during the year under review. The Company does not have any subsidiary, joint venture or associate company as on 31st March, 2025.

### 21. ANNUAL PERFORMANCE EVALUATION

During the year under review, the Board of Directors carried out internal evaluation of performance of its own, its committees and individual directors based on criteria for evaluation laid down by the nomination and remuneration committee and found the performance of the Board as a whole, its committees and individual directors, to be satisfactory. The independent directors at their separate meetings held on Wednesday, 8th January, 2025 and Tuesday, 4th March, 2025 inter-alia carried out performance evaluation of the Chairman and Managing Director, other non-independent directors and the Board as a whole.

The evaluation of the Board of Directors was based on criteria such as appropriateness of Board composition and structure, decisions passed by the Board of Directors, awareness on Industry operations, compliance with applicable laws, succession planning, strategic planning, implementation of guidelines or strategies decided by the Board of Directors etc.

The evaluation of the Committees was based on criteria such as composition, functioning, competencies of the members, frequency of meetings, procedures, monitoring, advisory role, timely reporting to Board of Directors, etc.

The evaluation of individual directors was based on criteria such as preparedness for board meetings, attendance, judgements, contribution to risk management, adherence to Company's code of conduct and corporate governance, pro-activeness in highlighting areas of concern, sharing of knowledge and business information, disclosure of interest and related parties in timely manner etc.



## BOARD'S REPORT (Contd..)

### 22. ESTABLISHMENT OF VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has formulated a Vigil Mechanism/Whistle Blower Policy in terms of Section 177 of the Companies Act, 2013 and the 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 to the Vigilance Officer or the Chairman of the audit committee. During the year under review, no complaint was reported to the audit committee. The whistle blower policy is available on the Company's website at <https://www.cheviotgroup.com/investors/>.

### 23. PREVENTION OF INSIDER TRADING

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, a structured digital database is maintained by the Company with adequate internal controls and trading restrictions are imposed on the designated persons and their immediate relatives in accordance with the Code of Conduct to regulate, monitor and report trading in securities of the Company. The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the Company's website at <https://www.cheviotgroup.com/investors/>.

### 24. COMPOSITION OF AUDIT COMMITTEE

The Board of Directors have constituted the audit committee with three directors as members. All members of the audit committee are financially literate and Chairperson of the audit committee, is a qualified Chartered Accountant having accounting and financial management expertise. Two-third of the members of audit committee are independent directors.

The composition of the audit committee for the financial year ended 31st March, 2025 is given below:

Name of the directors	Designation	Category
Mr. Siddharth Jhajharia	Chairperson	Independent Director
Mr. Deo Kishan Mohta	Member	Independent Director
Mr. Utkarsh Kanoria	Member	Whole time Director

More details on the audit committee are given in the report on corporate governance. The Board of Directors have accepted all the recommendations of the audit committee during the year under review.

### 25. INDEPENDENT DIRECTORS

There are four Independent Directors on the Board. Mr. Sutirtha Bhattacharya (DIN: 00423572), aged 67 years, Mr. Deo Kishan Mohta (DIN: 00060170), aged 72 years and Mr. Siddharth Jhajharia (DIN: 01385496), aged 51 years, joined the Board as Independent Directors of the Company with effect from 1st April, 2024. Mrs. Rashmi Prashad (DIN 00699317), aged 64 years, (woman) independent director on the Board was re-appointed for a second term with effect from 1st April, 2024. None of the independent directors had resigned during the year under review.

All the independent directors have declared that they fulfil the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b) and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors, there has been no change in the circumstances which may affect their status as independent directors of the Company and the Board of Directors are satisfied of the integrity, expertise and experience of all the independent directors on the Board of Directors. All the independent directors are proficient and have registered themselves on Independent Directors Databank maintained by the Indian Institute of Corporate Affairs.

## BOARD'S REPORT (Contd..)

### 26. DIRECTORS

None of the directors on the Board had resigned during the year under review.

Mr. Abhishek Murarka (DIN 00118310), aged 48 years, was appointed as Wholetime Director for a period of 5 (five) years w.e.f. 25th May 2023, liable to retire by rotation. Mr. Abhishek Murarka retires by rotation at the ensuing annual general meeting and, being eligible, offers himself for re-appointment. The nomination and remuneration committee has recommended his re-appointment as Wholetime Director considering his overall contribution and experience, for which appropriate resolution has been set out at Agenda Item No 3 of the Notice convening the 127th annual general meeting. The Board recommends passing of the same. Mr. Abhishek Murarka shall continue to hold the office of Wholetime Director on the terms and conditions as to remuneration and otherwise as approved by the members at the 125th annual general meeting held on 11th August, 2023 for the unexpired period of his current term, if re-appointed. Mr. Abhishek Murarka is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as director, if re-appointed.

The present term of office of Mr. Harsh Vardhan Kanoria (DIN 00060259), aged 69 years, as Chairman and Managing Director of the Company, will expire on 31st July, 2025. Mr. Harsh Vardhan Kanoria graduated from St. Xaviers College, Kolkata. He is an Industrialist having more than 50 years of experience in Jute Industry. He has been long associated with the Company in his capacity as Chairman and Managing Director. He is a promoter of the Company and held 4,25,621 ordinary shares as at 31st March, 2025. Considering his vast experience and significant contribution to the Company's overall growth and profitability, the nomination and remuneration committee had recommended his re-appointment as Chairman and Managing Director for a further period of 5 (five) years with effect from 1st August, 2025, on the terms and conditions mentioned in the draft agreement to be entered between the Company and him, subject to approval of the members, for which appropriate resolution has been set out at Agenda Item No 5 of the Notice convening the 127th annual general meeting. The Board recommends passing of the same. Mr. Harsh Vardhan Kanoria is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as director, if re-appointed.

The information about the directors seeking re-appointment as required under the Companies Act, 2013, Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings have been given in the notice convening the 127th annual general meeting.

### 27. KEY MANAGERIAL PERSONNEL

During the year under review, all the Key Managerial Personnel continue to hold their offices. There was no appointment /resignation reported during the year in the offices of Key Managerial Personnel.

### 28. PUBLIC DEPOSITS

Your Company has not accepted any deposit from the public within the meaning of Section 73 of the Companies Act, 2013 read with Rules framed thereunder. Further, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet. There was no deposit held by the Company which were not in compliance with the requirements of Chapter V of the Companies Act, 2013.

### 29. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, the Company received an income tax demand of ₹ 2,234.98 (including interest of ₹ 444.52) in respect of A.Y. 2016-17. The Company does not envisage any material financial implication as certain apparent mistakes were observed in the Tax Computation Sheet for which rectification petition and appeal have been filed before the Income Tax Authorities. Once credit of pre-paid taxes are allowed, demand of A.Y. 2016-17 is likely to reduce substantially.

No significant and/or material order was passed by the regulators or courts or tribunals which impact the going concern status and Company's operations in future. Details of contingent liabilities and commitments (to the extent not provided for) are disclosed in Note 43 to the financial statements for the financial year ended 31st March, 2025.



## BOARD'S REPORT (Contd..)

(₹ in Lakhs)

### 30. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT

The Board of Directors had laid down internal financial controls for preparation of reliable financial statement. The measures taken for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information were found to be adequate and operating effectively. The audit committee and the auditors periodically improves the internal financial control system. The financial records maintained in electronic mode were found to have a proper system for storage, retrieval, display or printout of the electronic records and remain accessible in India at all times.

### 31. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has complied with the provisions relating to the constitution of Internal Complaint Committee as required to be formed under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "SHWW Act") and Rules made thereunder. The Company has adopted a policy in line with the provisions of the SHWW Act and the Rules made thereunder. During the year under review, no complaint of sexual harassment was received by the Internal Complaint Committee. More details are available in the report on corporate governance.

### 32. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Business Responsibility and Sustainability Report on the environmental, social and governance disclosures in terms of Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, was not applicable to the Company for the year under review, based on market capitalisation as on the 31st day of March, 2024.

### 33. CREDIT RATING

No credit rating has been obtained by the Company with respect to its securities. The Company has been assigned long-term rating of Crisil A+/stable and short-term rating of Crisil A1+ for bank loan facilities rated by Crisil Ratings Limited. The rating stood re-affirmed for the year under review.

### 34. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the Rules), the amount of dividend which remains unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account shall be transferred by the Company to the IEPF Authority (IEPF) established by the Government of India. Further, the shares on which dividend has not been paid or claimed by the members for seven consecutive years or more shall be transferred to the demat account of the IEPF.

Accordingly, the Company had transferred ₹ 1.32 lying in the unpaid dividend account for the financial year 2016-17 through Bharat Kosh to the credit of IEPF Authority on 30th October, 2024 and transfer of 29,377 ordinary shares (including 9,071 ordinary shares from unclaimed DEMAT Suspense Account) on which dividend have not been paid or claimed by the members for seven consecutive years or more, to the DEMAT account of the IEPF Authority were completed by 27th November, 2024.

Further, ₹ 0.72 lying in the unpaid dividend account for the financial year 2017-18 along with 5,513 ordinary shares on which dividend have not been paid or claimed by 27 members for seven consecutive years or more will become due for transfer to the IEPF after completion of seven years in September, 2025.

The DPID/CLID/folio-wise details of unpaid dividend and shares transferred/to be transferred to IEPF Authority are available on the website of the Company at <https://www.cheviotgroup.com/investors/>.

## BOARD'S REPORT (Contd..)

### 35. COST ACCOUNTS AND COST AUDIT

The Company is required to maintain cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 and accordingly such accounts and records are made and maintained by the Company. The cost auditor did not report any incidence of fraud during the year under review in terms of Section 143(12) of the Companies Act, 2013, necessitating disclosure in the Board's Report under Section 134(3)(ca) of the Companies Act, 2013.

Pursuant to Section 148 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors, on the recommendation of the Audit Committee, re-appointed M/s D. Radhakrishnan & Co., Cost Accountants (Registration No. 000018), as cost auditor for the financial year ending 31st March, 2026 to conduct the audit of the cost accounting records maintained by the Company. The resolution set out at Agenda Item No. 7 of the Notice convening the 127th annual general meeting seeks members' ratification to the remuneration payable to the cost auditor. M/s D. Radhakrishnan & Co., have long experience as cost auditors and have been conducting the audit of the cost records of the Company for the past several years. M/s D. Radhakrishnan & Co. have confirmed that they are eligible and given their consent to perform the duties of cost auditor, if re-appointed.

The Cost Audit Report of the Company for the financial year ended 31st March, 2024 was filed with the ROC in XBRL mode on 27th September, 2024.

### 36. SECRETARIAL AUDIT AND SECRETARIAL COMPLIANCE REPORT

The secretarial audit report for the financial year ended 31st March, 2025, issued by M/s MR & Associates in **Form MR-3**, is attached to this report as **Annexure V**. The secretarial auditor did not report any incidence of fraud during the year under review in terms of Section 143(12) of the Companies Act, 2013, necessitating disclosure in the Board's Report under Section 134(3)(ca) of the Companies Act, 2013.

During the year under review, the Company received a Cautionary Letter dated 21st November, 2024 from the Stock Exchange(s) for delay in submission of outcome of Board Meeting held on 30th January, 2024, which was already reported by the secretarial auditor and commented on in the previous year Board report. The secretarial audit report for the financial year ended 31st March, 2025 does not contain any qualification, reservation or adverse remarks.

Further, the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2025 received from the secretarial auditor has been filed with the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited on 13th May, 2025.

The Board of Directors, on the recommendation of the audit committee, have recommended the appointment of M/s MR & Associates, a peer-reviewed firm of practising company secretaries (Firm registration number: P2003WB008000) as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from 1st April, 2025 to 31st March, 2030, for approval of the members at the ensuing annual general meeting, for which appropriate resolution has been set out in Agenda Item No. 4 of the Notice convening the 127th annual general meeting of the Company. M/s MR & Associates have confirmed that their firm did not incur any disqualification and are eligible to be appointed as the Secretarial Auditor of the Company in accordance with the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The disclosure as required under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been given in the statement forming part of the Notice convening the 127th annual general meeting of the Company.



## BOARD'S REPORT (Contd..)

### 37. STATUTORY AUDITORS

M/s Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), was re-appointed as statutory auditors of the Company for the second term of 5 (five) consecutive years at the 124th annual general meeting held on 12th August, 2022, to hold office till the conclusion of the 129th annual general meeting to be held in the calendar year 2027.

There was no qualification, reservation or adverse remark in the Independent Auditors' Report for the financial year ended 31st March, 2025. The statutory auditors did not report any incidence of fraud during the year under review in terms of Section 143(12) of the Companies Act, 2013, necessitating disclosure in the Board's Report under Section 134(3)(ca) of the Companies Act, 2013.

### 38. INSOLVENCY AND BANKRUPTCY CODE, 2016

No application was made or proceeding was initiated against the Company under the Insolvency and Bankruptcy Code, 2016, during the year under review.

### 39. VARIATION IN VALUATION

During the year under review, there was no instance of one-time settlement with any Bank or Financial Institution, necessitating any valuation.

### 40. ACKNOWLEDGEMENTS

Your directors take this opportunity to convey their sincere gratitude for the co-operation and support received from bank/financial institution, regulators, customers and vendors during the year under review. The directors place on record their appreciation for the hard work and committed services rendered by the employees of the Company.

For and on behalf of the Board  
**Harsh Vardhan Kanoria**  
Chairman and Managing Director,  
Chief Executive Officer  
(DIN: 00060259)

Kolkata, 26th May, 2025

### Annexures forming part of this Board's Report

Annexure Number	Particulars
I	Report on corporate governance
II	Annual Report on CSR activities
III	Particulars of Remuneration
IV	Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
V	Secretarial Audit Report in Form MR-3

# ANNEXURE I TO THE BOARD'S REPORT

## REPORT ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) read with Para C to G of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

### 1. Company's philosophy on Code of Governance

Cheviot Company Limited (the "**Company**") continues to remain committed to the best governance practices and ethical business conduct to achieve a sustainable growth. Our governance efforts are demonstrated by fair dealing, high standard of product quality and enhanced customer satisfaction. Towards this endeavour, the management continuously encourage to maintain transparency, accountability and integrity to protect the interest of all our shareholders, customers, creditors and employees.

### 2. Board of Directors

a) Composition and category of directors, attendance of each director at the Board Meetings and the last AGM, number of other Board of Directors or Committees in which a director is a member or chairperson, names of other listed entities where the person is a director and the category of directorship

Composition and category of directorship	No. of Board Meeting(s) attended @	Attendance in AGM held on 9th August, 2024	Other Directorship(s) ^	Other Board Committees Membership(s) *	Other Board Committees Chairmanship(s) *	Directorship in other listed entities with category of directorship
<b>A. Executive Directors</b>						
Mr. Harsh Vardhan Kanoria, Chairman and Managing Director, Chief Executive Officer (Promoter)	4	Present	5	2	2	Jay Shree Tea and Industries Limited as Independent Director
Mr. Abhishek Murarka, Wholetime Director	4	Present	1	Nil	Nil	None
Mr. Utkarsh Kanoria, Wholetime Director (Promoter)	4	Present	2	Nil	Nil	None
<b>B. Independent, Non-Executive Directors</b>						
Mr. Deo Kishan Mohta	4	Present	Nil	Nil	Nil	None
Mrs. Rashmi Prashad	3	Present	2	Nil	Nil	None
Mr. Siddharth Jhajharia	3	Present	17	Nil	Nil	None
Mr. Sutirtha Bhattacharya	4	Present	3	Nil	Nil	None
<b>C. Non-Independent, Non-Executive Director</b>						
Mrs. Malati Kanoria (Promoter)	3	Present	5	Nil	Nil	None

@ Out of 4(Four) Board Meetings held during the financial year 2024-25.

^ Directorship held in other companies includes directorship in private limited companies as on the date of this report viz. 26th May, 2025.

\* Chairpersonship and membership of the audit committee and stakeholders' relationship committee alone have been considered.

There is an optimum combination of executive and non-executive directors, with a strength of 8 (eight) directors, on the Board of Directors of the Company in conformity with Section 149 of the Companies Act, 2013 (hereinafter referred to as the "**Act**") and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**SEBI Listing Regulations**"). The Chairman of the Board of Directors is a promoter of the Company and half of the Board of Directors comprises of independent directors (including one woman independent director).

The Company has developed proper systems to enable the Board of Directors to periodically review compliance reports with respect to laws applicable to the Company and any corrective steps taken by the Company to rectify any instance of non-compliance. The Board of Directors have devised plans for orderly succession for appointments to the Board and to senior management level.

The number of directorship(s) held in other listed entities are within the limits permitted in Regulation 17A of the SEBI Listing Regulations. The number of Committee membership(s) or Committee Chairpersonship(s) held by the directors in other listed entities are within the limits permitted in Regulation 26(1) of the SEBI Listing Regulations.



## ANNEXURE I TO THE BOARD'S REPORT

### b) Number of Board meetings held and dates on which held

4 (four) meetings of the Board of Directors were held during the previous financial year on 24th May, 2024, 8th August, 2024, 8th November, 2024 and 13th February, 2025. The maximum gap between two meetings was less than one hundred and twenty days. The quorum was present at every meeting. Facility to participate in Board Meetings through video conferencing/other audio-visual means (VC/OAVM) was available.

All material information was circulated to the directors before the meeting or placed at the meeting, including minimum information as specified in Part A of Schedule II under Regulation 17(7) of the SEBI Listing Regulations.

### c) Disclosure of relationships between directors inter-se

Mr. Harsh Vardhan Kanoria, Mrs. Malati Kanoria (spouse of Mr. Harsh Vardhan Kanoria) and Mr. Utkarsh Kanoria (son of Mr. Harsh Vardhan Kanoria and Mrs. Malati Kanoria) are related to each other. None of the other directors is, inter se, related to any other director on the Board.

### d) Number of shares and convertible instruments held by non-executive directors

As at 31st March, 2025, Mrs. Malati Kanoria, non-executive director, held 7,345 ordinary shares and Mr. Deo Kishan Mohta, independent director, held 165 ordinary shares of the Company. None of the other non-executive directors held any share of the Company including shareholding as a beneficial owner as at 31st March, 2025. The Company has not issued any convertible instruments.

### e) Familiarisation programmes imparted to independent directors

The Company conducted familiarisation programme for independent directors with regard to their roles, rights, responsibilities in the Company, business model of the Company, nature of the industry in which the Company operates etc. The details of familiarisation programme imparted to independent directors during the period under review are disclosed on the website of the Company (<https://www.cheviotgroup.com/investors/>).

### f) Skills/expertise/competence of the Board of Directors

The Company has a balanced and diverse Board. In accordance with the provisions of the SEBI Listing Regulations, the nomination and remuneration committee has formulated a Policy on Diversity of Board of Directors. The Board of Directors is formed with diversity of thought, experience, knowledge, perspective and gender ensuring effective governance, valuable insights and strategic decision-making to enhance the performance of the Company. The list of core skills/expertise/competence identified by the Board of Directors as required in the context of its business and sector for it to function effectively and those actually available with the Board are as under:

Sl. No.	Nature of Skills/expertise/competence	Directors who possess such skills/expertise/competence
1	Leadership	All directors
2	Finance, Corporate Planning, Strategy Formulation and overall Management	All directors
3	Understanding of Jute Industry and its Operations	All directors
4	Regulatory Compliances, Legal, Due Diligence	Mr. Deo Kishan Mohta and Mr. Siddharth Jhajharia
5	Sales and Marketing	Mr. Harsh Vardhan Kanoria and Mr. Utkarsh Kanoria

### g) Independent Directors

It is hereby confirmed that in the opinion of the Board of Directors, the independent directors fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management. None of the independent directors has resigned before the expiry of their tenure of appointment. None of the independent directors of the Company is a non-independent director of another company on the Board of which any non-independent director of the Company is an independent director.

The independent directors provided an annual confirmation that they meet the criteria of independence. Further, the independent directors confirmed that they have enrolled themselves in the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs.

The terms and conditions of the appointment of independent directors are available on the website of the Company at <https://www.cheviotgroup.com/investors/>.

## ANNEXURE I TO THE BOARD'S REPORT

### 3. Audit committee

#### a) Brief description of terms of reference

The powers, roles and terms of reference of the audit committee are in accordance with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. The role of audit committee inter alia includes management discussion and analysis of financial condition and results of operations, oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible, review and monitor the auditor's independence, performance and effectiveness of audit process, recommend for appointment, remuneration and terms of appointment of auditors of the Company to the Board of Directors, examining and reviewing, quarterly results and annual financial statements and the independent auditor's report thereon before submission to the Board of Directors, evaluation of internal financial controls and risk management systems, discussion with internal auditors on internal audit reports relating to internal control weaknesses and any significant findings and follow up thereon, discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern relating to internal control weaknesses, review, with the management, the performance of statutory and internal auditors, adequacy of the internal control systems, review the functioning of whistle blower mechanism, scrutiny of inter-corporate loans and investments, approval of related party transactions or any subsequent modification of transactions with related parties, review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and verify the effectiveness of internal controls followed by the Company.

#### b) Composition, name of members and chairperson

The composition of the audit committee for the financial year ended 31st March, 2025 with name of members and chairperson are as follows:

Name of the directors	Designation	Category
Mr. Siddharth Jhajharia	Chairperson	Independent Director
Mr. Deo Kishan Mohta	Member	Independent Director
Mr. Utkarsh Kanoria	Member	Wholetime Director

All members of audit committee are financially literate and Mr. Siddharth Jhajharia, Chairperson of the audit committee, is a qualified Chartered Accountant having accounting and financial management expertise.

#### c) Meetings and attendance during the year

During the financial year, 4 (four) meetings of the audit committee were held on 23rd May, 2024, 7th August, 2024, 8th November, 2024 and 13th February, 2025.

Name of the directors	Designation	Category	Number of meetings held	Number of meetings attended
Mr. Siddharth Jhajharia	Chairperson	Independent Director	4	4
Mr. Deo Kishan Mohta	Member	Independent Director	4	4
Mr. Utkarsh Kanoria	Member	Wholetime Director	4	4

Chief Financial Officer, representatives of statutory auditors, internal auditors and cost auditors were invitees to the meetings of the audit committee. The Chairperson of the audit committee was present at the previous AGM of the Company. Minutes of audit committee were placed before the Board for noting. The company secretary acts as the secretary to the audit committee. The maximum gap between any two audit committee meetings was less than one hundred and twenty days. The quorum was present at every meeting.



## ANNEXURE I TO THE BOARD'S REPORT

### 4. Nomination and remuneration committee

#### a) Brief description of terms of reference

The powers, role and terms of reference of the nomination and remuneration committee are in accordance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations. The role of nomination and remuneration committee inter alia includes formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees, evaluation of the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director, formulation of criteria for evaluation of performance of independent directors and the Board of Directors, identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal, specify the manner for effective evaluation of performance of Board of Directors, its committees and individual directors to be carried out either by the Board of Directors or by the nomination and remuneration committee and review its implementation and compliances, devise a policy on diversity of Board of Directors, recommend to the Board of Directors, all remuneration, in whatever form, payable to senior management.

#### b) Composition, name of members and chairperson

The composition of nomination and remuneration committee for the financial year ended 31st March, 2025 with name of members and chairperson are as follows:

Name of the directors	Designation	Category
Mrs. Rashmi Prashad	Chairperson	Independent Director
Mr. Deo Kishan Mohta	Member	Independent Director
Mr. Siddharth Hrajharia	Member	Independent Director

#### c) Meetings and attendance during the year

During the financial year, 2 (two) meetings of the nomination and remuneration committee were held on 23rd May, 2024 and 14th January, 2025.

Name of the directors	Designation	Category	Number of meetings held	Number of meetings attended
Mrs. Rashmi Prashad	Chairperson	Independent Director	2	2
Mr. Deo Kishan Mohta	Member	Independent Director	2	2
Mr. Siddharth Hrajharia	Member	Independent Director	2	2

The chairperson of the nomination and remuneration committee was present at the previous AGM of the Company.

#### d) Performance evaluation criteria for independent directors

The nomination and remuneration committee has laid down the evaluation criteria for determining the performance of the independent directors on the Board broadly covering preparedness for board meetings; attendance; application of independent judgement while taking decisions; adherence to Company's code of conduct and corporate governance; effective participation in committee meetings; adequate deliberation on areas of concern; sharing of knowledge and business information; disclosure of interest and related parties in timely manner and avoiding conflict of interest.

### 5. Risk Management Committee

The Company has laid down procedures to inform members of the Board of Directors about the risk assessment and minimisation process. The Board of Directors framed, implemented and continuously monitored the risk management plan for the Company. The Board of Directors have framed and implemented a robust risk management framework for early identification and assessment of various elements of risks associated with Jute Industry operations to help minimise or mitigate such risks. The provisions of Regulation 21 of the SEBI Listing Regulations was not applicable to the Company during the year under review.

## ANNEXURE I TO THE BOARD'S REPORT

### 6. Stakeholders' Relationship Committee

#### a) Name of non-executive director heading the committee

Mr. Deo Kishan Mohta, independent non-executive director of the Company, was the Chairperson of stakeholders' relationship committee during the financial year ended 31st March, 2025. The composition of stakeholders' relationship committee for the financial year ended 31st March, 2025 with names of members and chairperson are as follows:

Name of the directors	Designation	Category
Mr. Deo Kishan Mohta	Chairperson	Independent Director
Mrs. Rashmi Prashad	Member	Independent Director
Mrs. Malati Kanoria	Member	Non-Executive Director

#### b) Meetings and attendance during the year

During the financial year, 3 (three) meetings of the stakeholders' relationship committee were held on 23rd May, 2024, 7th August, 2024 and 13th February, 2025.

Name of the directors	Designation	Category	Number of meetings held	Number of meetings attended
Mr. Deo Kishan Mohta	Chairperson	Independent Director	3	3
Mrs. Rashmi Prashad	Member	Independent Director	3	3
Mrs. Malati Kanoria	Member	Non-Executive Director	3	3

#### c) Name and designation of the compliance officer

Mr. Aditya Banerjee, Company Secretary of the Company, is designated as the compliance officer of the Company.

#### d) Number of shareholders' complaints received during the financial year, number of complaints not solved to the satisfaction of shareholders, number of pending complaints.

During the financial year ended 31st March 2025, 10 (ten) shareholder's complaints were received and resolved. No complaint was pending at the beginning or at the end of the financial year. Prompt actions are taken for redressal/disposal of investors' complaints. Queries and service requests received from investors are usually responded to within 15 (fifteen) days of the receipt of the letters / emails.

### 7. Senior Management

#### Particulars of senior management including the changes therein since the close of the previous financial year

The Board of Directors have recognised the following persons in senior management as part of core management team:

Name	Designation	Roles and Responsibilities
Mr. Debdas Mazumdar	President (Works)	Plant Head.
Mr. Madhup Kumar Patni	Chief Financial Officer	In-charge of Accounts, Finance and Taxation.
Ms. Satarupa Banerjee	Chief General Manager	Functional Head for Production and Operations.
Mr. Aditya Banerjee	Company Secretary and Compliance Officer	Handling Corporate Affairs, Legal and Secretarial Compliances.
Mr. Santanu Pradhan	General Manager	Functional Head for Production and Operations.

There has been no change in the senior management since the close of the previous financial year.



# ANNEXURE I TO THE BOARD'S REPORT

(₹ in Lakhs)

## 8. Remuneration of directors

### (a) Details of remuneration of directors

(i) Details of remuneration of executive directors for the financial year ended 31st March, 2025:

Name of the directors	Salary	Commission	Contribution to provident fund	Other allowances and perquisites	Tenure of appointment
Mr. Harsh Vardhan Kanoria (Chairman and Managing Director)	24.00	207.00	2.40	13.04	5 years from 1st August, 2020
Mr. Abhishek Murarka (Wholetime Director)	24.00	18.50	2.40	11.86	5 years from 25th May, 2023
Mr. Utkarsh Kanoria (Wholetime Director)	24.00	207.00	Nil	12.55	5 years from 24th May, 2022

(ii) Details of remuneration of non-executive directors of the Company for the financial year ended 31st March, 2025:

Name of the directors	Sitting Fees	Commission
Mr. Deo Kishan Mohta (Independent, Non-Executive Director)	0.40	7.00
Mrs. Rashmi Prashad (Independent, Non-Executive Director)	0.30	7.00
Mr. Siddharth Jhajharia (Independent, Non-Executive Director)	0.30	7.00
Mr. Sutirtha Bhattacharya (Independent, Non-Executive Director)	0.40	7.00
Mrs. Malati Kanoria (Non-Executive Director, Promoter)	0.30	7.00

The Company has not issued any stock options to its directors.

The appointment of the executive directors is governed by the Articles of Association of the Company. The principal terms and conditions including the remuneration governing the appointment/re-appointment of the executive directors were recommended by the nomination and remuneration committee and approved by the Board of Directors and the members of the Company.

As per the terms of appointment, the Company and the executive directors have the right to terminate the appointment by giving three months' prior notice in writing to the other. There is no provision for payment of severance fees under the resolutions governing the appointment of executive directors.

During the year under review, the Company paid ₹ 0.13 for professional service rendered by Salarpuria Jajodia & Co., Chartered Accountants, in which Mr. Siddharth Jhajharia is a partner, which is not material to affect the independence of judgement of Mr. Siddharth Jhajharia, who is an independent director of the Company during the year under review.

The Company has not entered into any other pecuniary relationship or transaction with the non-executive directors.

### b) Criteria of making payment to non-executive directors

The role of the non-executive directors requires devotion of sufficient time to exercise independent judgement in the best interest of Company with ability to contribute and to monitor corporate governance practice and adherence to the Company's code of conduct. Appointments and terms of remuneration of non-executive directors are considered by the Board of Directors of the Company based on the recommendation of the nomination and remuneration committee within the limits specified in the resolution passed by the members. Remuneration to the non-executive directors is kept at levels such that they retain and motivate directors to run the Company successfully.

Non-executive directors including independent directors shall be entitled to receive remuneration by way of sitting fee for attending meetings of the Board or Committee thereof or any other meeting as may be decided by the Board within the limits prescribed under Section 197 of the Act and Rules made thereunder. Further, non-executive directors including independent directors shall also be paid commission up to an aggregate amount not exceeding 1% (one percent) of the net profits of the Company for the year, as approved by the members at the AGM held on 23rd July, 2021.

## ANNEXURE I TO THE BOARD'S REPORT

The amount of commission shall be determined by the Board of Directors based on their attendance, time and effort devoted and any other contribution made by them. In addition to the sitting fees and commission, the non-executive directors, including independent directors of the Company shall be entitled to be paid for their reasonable travelling, hotel and other expenses incurred for attending Board and Committee meetings or otherwise incurred in the execution of their duties as directors.

In the event that the Company, in any financial year during the tenure of appointment of non-executive directors, including independent directors of the Company, has no profits or its profits are inadequate, the remuneration payable to non-executive directors, including independent directors of the Company in such year(s) shall not exceed the ceiling laid down in Section II of Part II of Schedule V to the Act or any modification(s) or re-enactment thereof, subject to such approvals as may be required.

### 9. Corporate Social Responsibility Committee

#### a) Composition, name of members and chairperson

The composition of corporate social responsibility committee for the financial year ended 31st March, 2025 with name of members and chairperson are as follows:

Name of the directors	Designation	Category
Mrs. Malati Kanoria	Chairperson	Non-Executive Director
Mrs. Rashmi Prashad	Member	Independent Director
Mr. Sutirtha Bhattacharya	Member	Independent Director

#### b) Meetings and attendance

During the financial year, 4 (four) meetings of the CSR committee were held on 20th May, 2024, 22nd July, 2024, 9th September, 2024 and 14th January, 2025:

Name of the directors	Designation	Category	Number of meetings held	Number of meetings attended
Mrs. Malati Kanoria	Chairperson	Non-Executive Director	4	4
Mrs. Rashmi Prashad	Member	Independent Director	4	4
Mr. Sutirtha Bhattacharya	Member	Independent Director	4	4

### 10. Separate meeting of Independent Directors

During the financial year, the independent directors held two separate meetings on Wednesday, 8th January, 2025 and Tuesday, 4th March, 2025 and carried out inter alia the performance evaluation of the Chairman and Managing Director of the Company, other non-independent directors and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties, as per the requirement of Schedule IV to the Act read with Regulation 25(3) of the SEBI Listing Regulations. All the independent directors attended the separate meetings of independent directors.

### 11. General Body Meetings

#### a) Location and time where last three AGMs were held and special resolution passed in the previous three AGMs:

Date, Time and Location of last three AGM	Special Resolutions passed at the AGM
9th August, 2024 at 11:00 a.m. through VC/OAVM	Nil
11th August, 2023 at 11:00 a.m. through VC/OAVM	Nil
12th August, 2022 at 11:00 a.m. through VC/OAVM	Re-appointment of Mr. Utkarsh Kanoria as Wholetime Director for further period of five years w.e.f. 24th May, 2022.

#### b) Postal Ballot

No special resolution was passed during financial year through postal ballot. In pursuance to the proviso to Section 110(1) of the Act, any business required to be transacted by means of postal ballot shall be transacted at the general meeting by providing facility to members to vote by electronic means.

## ANNEXURE I TO THE BOARD'S REPORT

### 12. Means of Communication

- The quarterly financial results of the Company are uploaded on the website(s) of BSE Limited and National Stock Exchange of India Limited, where the shares are listed and on the website of the Company and simultaneously published in newspapers within the stipulated time given under SEBI Listing Regulations.
- Results are normally published in Business Standard (all India editions) in English and in Sukhabar (Kolkata edition) in regional language Bengali. Members can also access the newspapers online in digital version.
- The Company has its own functional website "<https://www.cheviotgroup.com>" where information about the Company, quarterly financial results, audited financial statements, annual reports, distribution of shareholding at the end of each quarter, official news releases and such other information required to be disclosed under Regulations 30, 46 and other applicable provisions of the SEBI Listing Regulations are regularly updated.
- No presentation was made to institutional investors or to the analysts during the year under review.
- Management discussion and analysis forms part of the Board's Report.

### 13. General Shareholder Information

i) AGM Date, Time and Venue	<b>Thursday, 7th August, 2025 at 11:00 a.m. through video conferencing or other audio-visual means</b> to be conducted from the Registered Office as per details given in the notice calling the ensuing AGM of the Company.
ii) Financial year	Financial Year: 1st April to 31st March. Quarterly, Half-Yearly and Annual Financial Results of the Company shall be submitted to the Stock Exchange(s) within the time prescribed under Regulation 33 of the SEBI Listing Regulations.
iii) Dividend payment date	Final dividend for the year ended 31st March, 2025, as recommended by the Board of Directors, will be paid on and from <b>Tuesday, 12th August, 2025</b> , subject to approval of the members at the ensuing AGM of the Company. Final dividend for the year ended 31st March, 2024 was paid on and from Wednesday, 14th August, 2024.
iv) The name and address of each stock exchange(s) at which the Company's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s)	1. BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Annual listing fees for the year 2025-2026 paid on 15th April, 2025. 2. National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Annual listing fees for the year 2025-2026 paid on 14th April, 2025.
v) Suspension of securities	The listed shares of the Company were not suspended from trading during the year under review.
vi) Registrar and share transfer agent	Maheshwari Datamatics Private Limited 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001 Ph: (033) 2248-2248/2243-5029 E-mail ID: mdpldc@yahoo.com
vii) Share transfer system	Information has been given at the end of clause 13.
viii) Distribution of shareholding as at 31st March, 2025	Information has been given at the end of clause 13.
ix) Dematerialisation of shares and liquidity	As on 31st March, 2025, 57,90,504 ordinary shares representing 99.1206% of the Company's total paid-up ordinary share capital were held in dematerialised form, out of which, 1,27,456 ordinary shares (2.1818%) were lying with IEPF Authority and 10,123 ordinary shares (0.1733%) were lying in unclaimed suspense account. Remaining 51,371 ordinary shares representing 0.8794% shares were held in physical form. The shares are listed and traded on the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited.
x) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity	Not issued



## ANNEXURE I TO THE BOARD'S REPORT

xi) Commodity price risk or foreign exchange risk and hedging activities	The Company has proper system to monitor the foreign exchange exposures on regular basis and appropriate steps are taken by the management to limit the risks of adverse exchange rate movement by entering into forward contract for hedging foreign exchange exposure against exports and imports. The details of hedged and unhedged foreign currency exposure are reported at Note 53.3 to the financial statements for the year ended 31st March, 2025.														
xii) Plant locations	The Company's plants are located in West Bengal at following places: <ul style="list-style-type: none"><li>• 19, Mehta Road, Badekalinagar, Budge Budge, 24-Parganas (South) - 700 137;</li><li>• Sector II, Falta Special Economic Zone, Falta, 24-Parganas (South) -743 504.</li></ul>														
xiii) Address for correspondence	Cheviot Company Limited 24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata - 700 016 Phone: +91 82320 87911/12/13   Email ID: cheviot@chevjute.com Investor service / E-voting e-mail ID: investorservices@chevjute.com Website: https://www.cheviotgroup.com														
xiv) List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year.	<p>No credit rating has been obtained by the Company with respect to its securities. The credit rating assigned by Crisil Ratings Limited for bank loan facilities are as under:</p> <table><tr><th>Financial Year</th><th>2025-26</th><th>2024-25</th></tr><tr><td>Total Bank Loan Facilities Rated</td><td>₹ 34.00 Crores</td><td>₹ 34.00 Crores</td></tr><tr><td>Long-Term Rating</td><td>Crisil A+/Stable</td><td>Crisil A+/Stable</td></tr><tr><td>Short-Term Rating</td><td>Crisil A1+</td><td>Crisil A1+</td></tr></table> <p>There has been no revision in the rating during the financial year 2024-2025. The rating stands re-affirmed by Crisil Ratings Limited till 31st March, 2026.</p>			Financial Year	2025-26	2024-25	Total Bank Loan Facilities Rated	₹ 34.00 Crores	₹ 34.00 Crores	Long-Term Rating	Crisil A+/Stable	Crisil A+/Stable	Short-Term Rating	Crisil A1+	Crisil A1+
Financial Year	2025-26	2024-25													
Total Bank Loan Facilities Rated	₹ 34.00 Crores	₹ 34.00 Crores													
Long-Term Rating	Crisil A+/Stable	Crisil A+/Stable													
Short-Term Rating	Crisil A1+	Crisil A1+													

### Information in respect of clause 13 (vii)

#### Share Transfer System

Pursuant to Regulation 40 of the SEBI Listing Regulations, requests for effecting transfer, transmission or transposition of securities shall not be processed unless the securities are held in the dematerialised form with a depository. The Company/Registrar follows the operational guidelines issued by SEBI for issuing a 'Letter of Confirmation' to enable the investor to dematerialise their shares. Share transfer requests received by the Company/Registrar are verified and 'Letter of Confirmation' are issued within the timeline prescribed by SEBI from time to time from the date of receipt, provided the documents are complete in all respects. The shares lodged for dematerialisation are processed within 15 days of their lodgement, if instruments are found valid and complete in all respects.

Pursuant to Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, M/s MR & Associates, a firm of Practising Company Secretaries carried out the audit to reconcile the total admitted capital in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited and total number of shares in physical form and to confirm that the total listed and paid-up capital are in agreement with the aggregate number of shares. This audit was carried out in every quarter and the report was submitted to the BSE Limited and National Stock Exchange of India Limited, where shares of the Company are listed.

## ANNEXURE I TO THE BOARD'S REPORT

### Information in respect of clause 13 (viii)

#### a) Distribution of Shareholding as on 31st March, 2025:

Number of Ordinary shares held	Number of Ordinary Shares	Percentage of Shareholding	Number of Shareholders	Percentage of Shareholders
Up to 500	7,30,391	12.5027	21,274	98.2043
501 to 1,000	1,55,508	2.6620	216	0.9971
1,001 to 2,000	1,41,011	2.4138	105	0.4847
2,001 to 3,000	58,825	1.0069	25	0.1154
3,001 to 4,000	32,617	0.5583	10	0.0462
4,001 to 5,000	40,415	0.6918	9	0.0415
5,001 to 10,000	88,812	1.5203	14	0.0646
10,001 and above	45,94,296	78.6442	10	0.0462
<b>Total</b>	<b>58,41,875</b>	<b>100.0000</b>	<b>21,663</b>	<b>100.0000</b>
Physical Mode	51,371	0.8794	317	1.4633
Demat Mode	57,90,504	99.1206	21,346	98.5367

#### b) Shareholding Pattern as on 31st March, 2025:

Category Code	Category of Shareholders	Number of Shareholders	Total number of Ordinary Shares held	As a percentage of total Ordinary Shares
(A)	Shareholding of Promoter and Promoter Group			
	1. Indian	7	43,74,459	74.8811
	2. Foreign	-	-	-
	Total Shareholding of Promoter and Promoter Group	7	43,74,459	74.8811
(B)	Public Shareholding			
	1. Institutions	29	28,120	0.4813
	2. Non-institutions	21,627	14,39,296	24.6376
	Total Public Shareholding	21,656	14,67,416	25.1189
(C)	Shares held by Custodians and against which Depository Receipts have been issued			
	1. Promoter and Promoter Group	-	-	-
	2. Public	-	-	-
	Total Shares held by Custodians	-	-	-
	<b>TOTAL (A)+(B)+(C)</b>	<b>21,663</b>	<b>58,41,875</b>	<b>100.0000</b>

## ANNEXURE I TO THE BOARD'S REPORT

### 14. Other Disclosures

- i) There are no materially significant related party transactions between the Company and its promoters, directors or any other related party that may have potential conflict with the interests of the Company at large. All transactions entered with related parties were at arm's length price with prior approval of the audit committee in line with the policy on dealing with related party transactions of the Company. Disclosures as required under IND AS-24 have been made in Note 51 to the financial statements for the year ended 31st March, 2025. Policy on dealing with related party transactions, code of conduct and other policies adopted by the Board of Directors are displayed on the website (<https://www.cheviotgroup.com>).
- ii) The Company received a Cautionary Letter dated 21st November, 2024 from the stock exchanges for the delay in submission of Outcome of Board Meeting on 30th January, 2024 with respect to appointment/re-appointment of independent directors of the Company. It had no quantifiable impact on financial, operation or other activities of the Company. During the last three years, no penalty or stricture has been imposed on the Company by the stock exchange(s) viz. BSE Limited and National Stock Exchange of India Limited or Securities and Exchange Board of India or any other statutory authority for non-compliance of any matter related to the capital markets.
- iii) The whistle blower policy/vigil mechanism established by the Company offers appropriate protection to the whistle blower(s) from victimisation, harassment or disciplinary proceedings. The whistle blower(s) may also lodge his/her/their complaint(s)/concern(s) with the chairman of the audit committee. No personnel have been denied access to the audit committee.
- iv) The Company does not have any subsidiary.
- v) The Senior Management Personnel of the Company have confirmed to the Board of Directors that there was no material, financial and commercial transaction entered during the financial year ended 31st March, 2025, where they have personal interest that may have a potential conflict with the interests of the Company at large.
- vi) The details of fees paid/payable to the Statutory Auditors by the Company have been disclosed in Note 40 to the financial statements for the year ended 31st March, 2025.
- vii) The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the SEBI Listing Regulations.
- viii) The Company did not extend any loan or advance to any firm/company in which directors are interested.
- ix) The Company has complied with all the requirements of corporate governance under the SEBI Listing Regulations.
- x) Disclosure on the extent of discretionary requirements as specified in Part E of Schedule II adopted:
  - A. **The Board:** The Chairman of the Board is an executive director and having a Chairman's office to perform his duties. There is one woman independent director on the Board of Directors of the Company.
  - B. **Shareholder Rights:** Half-yearly financial results are published in newspaper and results and significant events are uploaded on Company's website (<https://www.cheviotgroup.com>).
  - C. **Modified opinion(s) in audit report:** The Company has received unmodified audit opinion on the financial statements for the year ended 31st March, 2025.
  - D. **Separate posts of Chairperson and the Managing Director or the Chief Executive Officer:** Presently, the position of Chairman and Managing Director and Chief Executive Officer are held by one person for administrative convenience.
  - E. **Reporting of internal auditor:** The internal auditor have access to report directly to the audit committee.
  - F. **Independent directors:** During the financial year, all the independent directors attended two separate meetings for independent directors held on Wednesday, 8th January, 2025 and Tuesday, 4th March, 2025, without the presence of non-independent directors.
  - G. **Risk Management:** Presently, the Board of Directors perform the roles and responsibilities of Risk Management.



## ANNEXURE I TO THE BOARD'S REPORT

- xi) There has not been any instance where the Board of Directors did not accept the recommendations of committees of the Board, which is mandatorily required.
- xii) The Company does not undertake any commodity hedging activities. The hedged and unhedged foreign currency exposure are reported at Note 53.3 to the financial statements for the year ended 31st March, 2025.
- xiii) The Company has complied with corporate governance requirements as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 read with Schedule V to SEBI Listing Regulations. There is no instance of non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Para C of Schedule V to SEBI Listing Regulations.

### 15. Certificate of non-disqualification of directors

Certificate dated 26th May, 2025 received from M/s Rahul Srivastava & Co., a firm of practising company secretaries confirming that none of the directors on the Board of Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority is appended to this report.

### 16. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Sl. No.	Particulars	
a.	number of complaints filed during the financial year	Nil
b.	number of complaints disposed of during the financial year	Nil
c.	number of complaints pending as on end of the financial year	Nil

### 17. Declaration on compliance with Company's code of conduct

The Board of Directors have formulated a code of conduct applicable to all the directors and senior management personnel of the Company incorporating duties of independent directors which has been posted on the website of the Company (<https://www.cheviotgroup.com>). A declaration dated 26th May, 2025 signed by the Chief Executive Officer of the Company affirming compliance with the Company's code of conduct by the directors and senior management personnel of the Company is appended to this report.

### 18. Disclosure with respect to demat suspense account/unclaimed suspense account

In terms of SEBI Listing Regulations, details of the ordinary shares lying in the Unclaimed Demat Suspense Account in dematerialised form are as follows:

1	Aggregate number of shareholders and the outstanding shares in the unclaimed demat suspense account lying at the beginning of the year (as on 1st April, 2024)	19,194 ordinary shares held by 161 members
2	Number of shareholders who approached the Company for transfer of shares from unclaimed demat suspense account during the year	Nil
3	Number of shareholders to whom shares were transferred from unclaimed demat suspense account during the year	<ul style="list-style-type: none"> <li>• Nil</li> <li>• 9,071 ordinary shares held by 36 members were transferred to IEPF.</li> </ul>
4	Aggregate number of shareholders and the outstanding shares in the unclaimed demat suspense account lying at the end of the year (as on 31st March, 2025)	10,123 ordinary shares held by 125 members

Note: The voting rights on the shares lying in Unclaimed Demat Suspense Account shall remain frozen till the rightful owner of such shares claims the shares.

Member-wise details of shares lying in Unclaimed Demat Suspense Account are available on the website of the Company (<https://www.cheviotgroup.com/investors/>). Members whose shares are lying in the unclaimed demat suspense account of the Company in dematerialised form can approach the Company or the Registrar to claim their shares.

## ANNEXURE I TO THE BOARD'S REPORT

### 19. CEO and CFO certification

As required under Regulation 17(8) of the SEBI Listing Regulations, Mr. Harsh Vardhan Kanoria, Chairman and Managing Director, Chief Executive Officer and Mr. Madhup Kumar Patni, Chief Financial Officer of the Company have provided a compliance certificate dated 26th May, 2025 to the Board of Directors, as specified in Part B of Schedule II to the SEBI Listing Regulations.

### 20. Disclosure of certain types of agreements binding the Company

The Company is not aware of any agreement entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the company or any agreement creating obligation on the parties to such agreements to ensure that the Company shall or shall not act in a particular manner. The Company has not filed any disclosure on the stock exchange(s) under clause 5A of paragraph A of Part A of Schedule III to the SEBI Listing Regulations during the financial year ended 31st March, 2025.

### 21. Compliance certificate

Compliance certificate dated 26th May, 2025 received from M/s Rahul Srivastava & Co., a firm of practising company secretaries regarding compliance of conditions of corporate governance is appended to this report.

Kolkata, 26th May, 2025

For and on behalf of the Board  
**Harsh Vardhan Kanoria**  
*Chairman and Managing Director,*  
*Chief Executive Officer*  
 (DIN: 00060259)

# ANNEXURE I TO THE BOARD'S REPORT

## DECLARATION ON COMPLIANCE WITH COMPANY'S CODE OF CONDUCT

**Dear Members,**

I hereby declare that to the best of my knowledge and belief, all the members of the Board and senior management personnel of the Company have affirmed compliance, with the Company's Code of Conduct for the Board of Directors and senior management, for the financial year ended 31st March, 2025.

**Harsh Vardhan Kanoria**  
Chairman and Managing Director,  
Chief Executive Officer  
(DIN: 00060259)

Kolkata, 26th May, 2025

## CERTIFICATE ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) and Para E of Schedule V of Securities and  
Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members of **Cheviot Company Limited**

**CIN: L65993WB1897PLC001409**

24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata 700016

I have been approached by **Cheviot Company Limited** (hereinafter referred to as the "**Company**"), to examine the compliance with the conditions of Corporate Governance by the Company, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") for the financial year from 1st April, 2024 to 31st March, 2025, to be reported in the section on Corporate Governance of the Annual Report.

### Management's Responsibility

The management is responsible to design adequate systems, implement, develop internal controls and processes to monitor and ensure compliance of conditions of Corporate Governance stipulated in the Listing Regulations and also for preparation and presentation of the Corporate Governance Report and maintenance of all relevant supporting records and documents thereto.

### Auditor's Responsibility

My examination is limited to review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with the conditions of Corporate Governance and provide a reasonable assurance in the form of an opinion whether the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.

It is neither an audit nor an expression of opinion on the financial statements of the Company.

### Methodology

In order to conduct my examination, I relied on the relevant documents and information including explanations, wherever required provided by the management. I conducted the examination in a manner which provided me a reasonable basis for evaluating the systems, internal controls and processes adopted by the Company to monitor and ensure compliance with the conditions of Corporate Governance and to certify thereon.

### Opinion

Based on the examination of relevant records and according to the information and explanations provided to me, in my opinion and to the best of my information, I certify that the Company has complied with the conditions of Corporate Governance (to the extent applicable) for the financial year ended 31st March, 2025 and reported in the section on Corporate Governance of the Annual Report.

### Disclaimer

This certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Rahul Srivastava & Co.**  
Practising Company Secretary  
A Peer Reviewed Firm  
Peer Review Certificate No.: 3408/2023  
**Rahul Srivastava**  
Membership no.: F11828  
CP no.: 23592  
UDIN: F011828G000442874

Date: 26th May, 2025

Place: Kolkata



## ANNEXURE I TO THE BOARD'S REPORT

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Clause (10)(i) of Para C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members of **Cheviot Company Limited**

**CIN: L65993WB1897PLC001409**

24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata 700016

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Cheviot Company Limited** having registered office at 24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata 700016 (hereinafter referred to as the "Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Clause (10)(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal <https://www.mca.gov.in>) and according to the explanations provided by the Company, I hereby certify that none of the Directors on the Board of the Company, as listed hereunder for the Financial Year from 1st April, 2024 to 31st March, 2025, have been debarred or disqualified from being appointed or continuing as Directors of Companies, by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

Sr. No.	Name of the Directors	Designation	DIN	Date of appointment (as per MCA Portal)
1	Mr. Harsh Vardhan Kanoria	Chairman and Managing Director	00060259	28/08/1975
2	Mr. Abhishek Murarka	Wholetime Director	00118310	25/05/2023
3	Mr. Utkarsh Kanoria	Wholetime Director	06950837	24/05/2017
4	Mr. Deo Kishan Mohta	Independent Director	00060170	01/04/2024
5	Mrs. Rashmi Prashad	Independent Director	00699317	01/04/2019
6	Mr. Siddharth Jhajharia	Independent Director	01385496	01/04/2024
7	Mr. Sutirtha Bhattacharya	Independent Director	00423572	01/04/2024
8	Mrs. Malati Kanoria	Non-Executive Director	00253241	09/05/2014

#### Disclaimer:

Ensuring the eligibility for the appointment/continuity of every director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Rahul Srivastava & Co.  
Practising Company Secretary  
A Peer Reviewed Firm  
Peer Review Certificate No.: 3408/2023  
Rahul Srivastava  
Membership no.: F11828  
CP no.: 23592  
UDIN: F011828G000442841

Date: 26th May, 2025

Place: Kolkata

# ANNEXURE II TO THE BOARD'S REPORT

(₹ in Lakhs)

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 (the "Act") read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 (the "CSR Rules")]

1.	Brief outline on CSR policy of the Company:				
	At Cheviot, we believe in a responsible shared value approach to augment industrial growth together with actions directed to create prosperity among all our stakeholders, employees and the community at large. During the year, our CSR programs were oriented toward various activities to support education and measures for reducing inequalities faced by socially and economically backward groups. CSR programs were also undertaken to promote nationally recognised sport and for the benefit of armed force dependents.				
2.	Composition of CSR Committee:				
	Sl. No.	Name of the directors	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
	1	Mrs. Malati Kanoria	Chairperson, Non-Executive Director	4	4
	2	Mrs. Rashmi Prashad	Member, Independent Director	4	4
	3	Mr. Sutirtha Bhattacharya	Member, Independent Director	4	4
3.	Provide the web-link(s) where composition of CSR committee, CSR policy and CSR projects approved by the Board are disclosed on the website of the Company				
	Please click on the web-link: <a href="https://www.cheviotgroup.com/investors/">https://www.cheviotgroup.com/investors/</a>				
4.	Provide the executive summary along with web-link(s) of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the CSR Rules, if applicable				
	Not applicable				
5.	(a) Average net profit of the Company as per Section 135(5) of the Act				₹ 6,797.60
	(b) Two percent of average net profit of the Company as per Section 135(5) of the Act				₹ 135.95
	(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years				Nil
	(d) Amount required to be set off for the financial year, if any				Nil
	(e) Total CSR obligation for the financial year [5(b)+5(c)-5(d)]				₹ 135.95
6.	(a) Amount spent on CSR projects (both ongoing project and other than ongoing project)				₹ 136.13
	(b) Amount spent in administrative overheads				Nil
	(c) Amount spent on impact assessment, if applicable				N.A.
	(d) Total amount spent for the financial year [6(a)+6(b)+6(c)]				₹ 136.13
	(e) CSR amount spent or unspent for the financial year:				
	Total amount spent for the financial year	Amount Unspent			
		Total amount transferred to Unspent CSR Account as per sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135	
		Amount	Date of transfer	Name of the Fund	Amount
	₹136.13	Not applicable			

## ANNEXURE II TO THE BOARD'S REPORT

(₹ in Lakhs)

(f) Excess amount for set off, if any:

Sl. No.	Particular	Amount
(1)	(2)	(3)
(i)	Two percent of average net profit of the Company as per Section 135(5) of the Act	₹ 135.95
(ii)	Total amount spent for the financial year	₹ 136.13
(iii)	Excess amount spent for the financial year [(ii) – (i)]	₹ 0.18
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	₹ 0.00
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	₹ 0.18

7. Details of unspent corporate social responsibility amount for the preceding three financial years:

1	2	3	4	5	6	7	8
Sl. No.	Preceding financial year(s)	Amount transferred to unspent CSR Account under sub-section (6) of Section 135	Balance amount in unspent CSR account under sub-section (6) of Section 135	Amount spent in the financial year	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any	Amount remaining to be spent in succeeding financial years	Deficiency, if any
					Amount	Date of transfer	
1	FY-2023-24				NIL		
2	FY-2022-23				NIL		
3	FY-2021-22				NIL		

8. Whether any capital assets have been created or acquired through corporate social responsibility amount spent in the financial year:

☐ Yes ☒ No

If yes, enter the number of capital assets created/acquired

Not applicable

Furnish the details relating to such asset(s) so created or acquired through corporate social responsibility amount spent in the financial year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/authority/beneficiary of the registered owner
(1)	(2)	(3)	(4)	(5)	(6)
					CSR Registration Number, if applicable
					Name
					Registered address

Not applicable

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135 of the Companies Act, 2013

Not applicable

For and on behalf of the Board

**Malati Kanoria**  
Non-Executive Director  
Chairperson of CSR Committee  
(DIN: 00253241)

**Harsh Vardhan Kanoria**  
Chairman and Managing Director,  
Chief Executive Officer  
(DIN: 00060259)

Kolkata, 26th May, 2025



## ANNEXURE III TO THE BOARD'S REPORT

### PARTICULARS OF REMUNERATION

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

(i)	<b>The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year</b>
<b>Directors</b>	<b>Ratio</b>
Mr. Harsh Vardhan Kanoria, Chairman and Managing Director, Chief Executive Officer	109:1
Mr. Abhishek Murarka, Wholetime Director	25:1
Mr. Utkarsh Kanoria, Wholetime Director	108:1
Mr. Deo Kishan Mohta, Independent Director	3:1
Mrs. Rashmi Prashad, Independent Director	3:1
Mr. Siddharth Jhajharia, Independent Director	3:1
Mr. Sutirtha Bhattacharya, Independent Director	3:1
Mrs. Malati Kanoria, Non-Executive Director	3:1
(ii)	<b>The percentage increase in remuneration of each director, chief financial officer, chief executive officer, company secretary in the financial year</b>
<b>Directors/Key Managerial Personnel</b> (Refer note below)	<b>% Increase/(Decrease)</b>
Mr. Harsh Vardhan Kanoria, Chairman and Managing Director, Chief Executive Officer	3%
Mr. Utkarsh Kanoria, Wholetime Director	2%
Mrs. Rashmi Prashad, Independent Director	40%
Mrs. Malati Kanoria, Non-Executive Director	35%
Mr. Madhup Kumar Patni, Chief Financial Officer	(10)%
Mr. Aditya Banerjee, Company Secretary and Compliance Officer	(2)%
(iii)	<b>The percentage increase in the median remuneration of employees in the financial year</b>
(iv)	<b>The number of permanent employees on the rolls of Company (as on 31st March, 2025)</b>
(v)	<b>Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration</b> The average percentile increase in the salaries of employees other than the managerial personnel in the last financial year was 4% while the percentile increase in the managerial remuneration was 6%, due to higher commission paid to managerial personnel on net profit computed under Section 198 of the Companies Act, 2013.
(vi)	<b>Affirmation that the remuneration is as per the remuneration policy of the Company</b> The Company affirms that the remuneration paid to employees, who are covered under Remuneration Policy, is in accordance with the Remuneration Policy of the Company.

**Note:** Mr. Deo Kishan Mohta (DIN: 00060170), Mr. Siddharth Jhajharia (DIN: 01385496) and Mr. Sutirtha Bhattacharya (DIN: 00423572) were appointed as Independent Directors of the Company w.e.f. 1st April, 2024 and Mr. Abhishek Murarka (DIN: 00118310) was appointed as Wholetime Director w.e.f. 25th May, 2023, hence their remuneration are not comparable.

Kolkata, 26th May, 2025

For and on behalf of the Board  
**Harsh Vardhan Kanoria**  
Chairman and Managing Director,  
Chief Executive Officer  
DIN: 00060259

# ANNEXURE IV TO THE BOARD'S REPORT

(₹ in Lakhs)

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

### A. Conservation of Energy

#### (i) The steps taken or impact on conservation of energy

Following steps are taken inter-alia for conservation of energy during the year to reduce consumption of energy:

- Gradual replacement of high wattage (36w, 70w, 150w) streetlights/SON lamps with low wattage (14w, 15w, 40w) LED streetlight has reduced load demand up to 74%;
- Replacement of 18 nos. 400W HPMV lamp by 94W High Bay LED lamp fittings resulting in savings per light fixtures by almost 75%;
- Retrofitting and replacement of 4 nos. age-old lower efficiency induction motors by new 3 HP IE2 category motors in AD Spinning Machine;
- Continue checking for leakage in compressed air pipeline & steam pipeline to minimise specific energy losses;
- Gradual conversion of 4-1/4" AD Spinning machine frames for energy savings up to 12-14%;
- Replacement of old overhead crane with new Demag Kone crane has reduced power consumption up to 51%;
- VVFD installation in machine is under process with a target of 7-8% energy savings; and
- New machineries in warping, sizing and process line are being procured with AC drives (VVFD) having low power consumption.

#### (ii) The steps taken by the company for utilising alternate sources of energy

Following steps are taken by the Company for utilising alternate sources of energy:

- Setting up 2,274.48 kWp rooftop Solar Power Plant for captive consumption at factory premises is under process.
- Continuous use of jute caddies, as fuel in Boilers.

#### (iii) The capital investment on energy conservation equipment

During the year under review, certain expenditure were made on energy conservation equipment towards purchase of new Demag Kone crane, 5HP IE2 category motors, VVFD panel and 94W High Bay LED light fittings.

### B. Technology Absorption

(i) Efforts made towards technology absorption	The Company continually strives to adopt the latest technology available for the jute industry and undertakes timely upgradation of its machinery to enhance efficiency and productivity.
(ii) Benefits derived like product improvement, cost reduction, product development or import substitution	Cost reduction. New product development. Higher productivity.
(iii) Imported technology (imported during the last three years reckoned from the beginning of the financial year)	No technology has been imported during the last three years.
(iv) Expenditure incurred on research and development	₹ 19.14 was spent on research and development during the year under review.

### C. Foreign exchange earnings and outgo

Sl. No.	Particular	For the year ended 31st March, 2025	For the year ended 31st March, 2024
(i)	Foreign exchange earned during the year in terms of actual inflows	₹ 18,475.98	₹ 15,620.26
(ii)	Foreign exchange outgo during the year in terms of actual outflows	₹ 6,664.96	₹ 6,859.54

For and on behalf of the Board  
**Harsh Vardhan Kanoria**  
*Chairman and Managing Director,*  
*Chief Executive Officer*  
DIN: 00060259

Kolkata, 26th May, 2025

# ANNEXURE V TO THE BOARD'S REPORT

## FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members,  
**CHEVIOT COMPANY LIMITED**  
"Celica House", 9th Floor  
24 Park Street, Celica Park  
Kolkata 700016

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. CHEVIOT COMPANY LTD** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 ("the **audit period**") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- i) The Companies Act, 2013 (the Act), amendments thereof and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- Not applicable as no such events occurred during the period under review as per the information provided by the management;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992: -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
  - (d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
  - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations/guidelines/circulars as may be issued by SEBI from time to time;
  - (f) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018.

**We further report that**, during the year under review, there were no actions/events in pursuance of:

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.



## ANNEXURE V TO THE BOARD'S REPORT

vi) The Company had identified following laws as specifically applicable to the Company, other than general laws, namely:

- (a) The Essential Commodities Act, 1955;
- (b) The Special Economic Zones Act, 2005 and the rules made thereunder;
- (c) The Jute Packaging Materials (Compulsory Use in Packing Commodities) Act, 1987;
- (d) The Jute Manufactures Cess Act, 1983;
- (e) Bureau of Indian Standards (BIS) Act, 2016.

**We further report that** having regard to the compliance system prevailing in the Company, we have relied upon the representation made by the Management, for compliance with the other applicable laws.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards as issued and mandated by the Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., as mentioned above.

**We further report that,**

The Board of directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

None of the Directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the Company had made an offer for Buy-back of 1,75,000 nos. of fully paid-up Ordinary Shares of face value of ₹ 10/- each on a proportionate basis through tender offer route at a price of ₹ 1,800/- per share for an aggregate consideration amounting to ₹ 31,50,00,000/-.

**We further report that** the material events or information under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were intimated to the stock exchange(s) within time or with explanation for delay in accordance with proviso to Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**We further report that** during the audit period the Company had received a Cautionary Letter dated 21st November, 2024 from the Stock Exchange(s) for delay in submission of outcome of Board Meeting held on 30th January, 2024 which had been reported in the Report for the Financial Year ended 31st March, 2024.

This Report is to be read with our letter of even date which is annexed as "**Annexure A**" and forms an integral part of this Report.

**For MR & Associates**

Company Secretaries

A Peer Reviewed Firm

Peer Review Certificate No.: 5598/2024

**[CS M R Goenka]**

Partner

FCS No.: F4515

C P No.: 2551

UDIN No. F004515G000438355

Place: Kolkata

Date: 26th May, 2025

# ANNEXURE V TO THE BOARD'S REPORT

## "ANNEXURE – A" TO THE SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31ST MARCH, 2025

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records and also based on opinions furnished to us by the Company. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company as well as the correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred to in our Secretarial Audit Report in Form MR-3 the adherence and compliance to the requirements of the said provisions is the responsibility of the management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said provisions of the Act. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
6. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.
7. The contents of this Report has to be read in conjunction with and not in isolation of the observations, if any, in the report(s) furnished/to be furnished by any other auditor(s)/agencies/authorities with respect to the Company.
8. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
9. This report pertains solely to the compliances and other applicable matters arising during the audit period from 1st April, 2024, to 31st March, 2025.

**For MR & Associates**

Company Secretaries

A Peer Reviewed Firm

Peer Review Certificate No.: 5598/2024

**[CS M R Goenka]**

Partner

FCS No.: F4515

C P No.: 2551

UDIN No. F004515G000438355

Place: Kolkata

Date: 26th May, 2025

# INDEPENDENT AUDITORS' REPORT

To the Members of Cheviot Company Limited

## Report on the Audit of the Financial Statements

### Opinion

We have audited the accompanying financial statements of Cheviot Company Limited ("the Company"), which comprise the Balance sheet as at March 31, 2025, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information. (hereinafter referred to as the "financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules 2015, as amended (Ind As) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditors' Responsibilities for the Audit of the financial statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below as Key audit matters and for each matter, our description of how our audit addressed the matter is provided in that context.

The key audit matter	How our audit addressed the key audit matter
<b>A. Valuation of Inventories</b> Refer to note 13 to the financial statements.  As described in the accounting policies in note 3.1 to the financial statements, inventories are carried at the lower of cost and net realisable value. As a result, the management applies judgment in determining the appropriate provisions for obsolete stock based upon a detailed analysis of slow and non-moving inventories, net realisable value below cost based upon future plans for sale of inventory.  We determined this to be a matter of significance to our audit due to quantum of the amount and estimation involved.	Obtained assurance over the appropriateness of the management's assumptions applied in calculating the value of the inventories and related provisions by: - <ol style="list-style-type: none"> <li>1. Completing a walkthrough of the inventory valuation process and assessed the design and implementation of the key controls addressing the risk.</li> <li>2. Verifying the effectiveness of key inventory controls operating over inventories; including sample based physical verification.</li> <li>3. Verifying for a sample of individual products that costs have been correctly recorded.</li> <li>4. Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision.</li> <li>5. Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year.</li> <li>6. Recomputing provisions recorded to verify that they are in line with the Company policy.</li> </ol>



## INDEPENDENT AUDITORS' REPORT (Contd..)

The key audit matter	How our audit addressed the key audit matter
<p><b>B.Valuation and existence of Non-Current and Current Investments</b> Refer note 9 and 14 to the financial statements.</p> <p>The Company holds Non-Current and Current Investments amounting to ₹ 27,813.06 lakhs and ₹ 3,266.70 lakhs respectively which represents 43.57% of total assets as at March 31, 2025. The Investments comprise of mutual funds, equity shares, debenture, bonds, preference shares and Alternative Investment Fund and are majorly actively traded with readily available quoted market prices/net assets value. The investments being financial instruments needs to be appropriately designated at fair value through profit or loss, fair value through other comprehensive income (not to be recycled) or at amortised cost. Further, these financial instruments need to be valued and classified as Level 1, 2 or 3 financial instruments as per the fair value hierarchy. This was an area of focus for our audit and the area where significant audit effort was directed.</p> <p>We have determined this to be a key audit matter because of significant quantum of valuation involved.</p>	<p>Our audit procedures included:</p> <ol style="list-style-type: none"> <li>1. Understood, assessed and tested the design and operating effectiveness of key controls surrounding fair valuation of investments.</li> <li>2. Obtained demat account holding statement/ confirmations, Mutual fund and Alternative Investment Fund statements to verify the existence and ownership of the Company's Investment portfolio.</li> <li>3. Verified on sample basis the fair valuation of all Investments held as at March 31, 2025 to the Net Assets Value provided by the respective Mutual funds and Alternative Investment Funds, market value of quoted equity shares, debenture, bonds and mutual fund from source data, valuation report by registered valuer in case of unquoted equity shares and tested the arithmetical accuracy of the calculation of valuation of investments.</li> <li>4. Assessed the adequacy of the Company's disclosures.</li> </ol>

### Information Other than the Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion & Analysis, Board's Report and Corporate Governance Report, including Annexures, but does not include the financial statements and our auditor's reports thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## INDEPENDENT AUDITORS' REPORT (Contd..)

In preparing the financial statements, management and Board of directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## INDEPENDENT AUDITORS' REPORT (Contd..)

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. Further to our comments in the annexure referred to in the paragraph above, as required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to the financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to the financial statements;
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of the section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanation given to us, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
  - h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations as at March 31, 2025 on its financial position in its financial statements - Refer note 43.1 to the financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund ("IEPF") by the Company.



## INDEPENDENT AUDITORS' REPORT (Contd..)

iv. (a) The management has represented to us that, to the best of it's knowledge and belief, as disclosed in the note 55(v) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented to us that, to the best of it's knowledge and belief, as disclosed in the note 55(vi) to the financial statements, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on our audit procedures that are considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under paragraph 2(h) (iv) (a) & (b) above, contain any material mis-statement.

v. The dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

As stated in Note 45 to the Financial Statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act, as applicable.

vi. According to the information and explanations given to us and based on our examination which included appropriate test checks, we report that the company has used accounting software for maintaining its books of account which has the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, we did not come across any instance of tampering of the audit trail feature during the course of our audit. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention in respect of accounting software used for maintaining its books of account.

**Singhi & Co.**

**Chartered Accountants**

Firm Registration No. 302049E

**Gopal Jain**

Partner

Place: Kolkata

Dated: May 26, 2025

Membership No. 059147

UDIN:25059147BMLGZN2964

# INDEPENDENT AUDITORS' REPORT (Contd..)

(₹ in Lakhs)

## ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 with the heading 'Report on Other Legal and Regulatory Requirements' section of our report of even date in respect to Statutory Audit of **Cheviot Company Limited** for the year ended March 31, 2025)

We report that:

- i.(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The property, plant and equipment were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company. However, mutation of land in company's name in government land records is pending in following case:

Description of Property	Gross carrying value	Title Deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the Company
Certain portions of Freehold Land situated at Mouza Hetalkhali under Budge Budge Municipality, in the State of West Bengal	0.20	Cheviot Company Limited	No	Year 1920 / 1933	Mutation of land for name change in respect of certain portions of freehold land received from Chitpore Golabari Company Limited through perpetual lease/settlement operation is pending.

- (d) As disclosed in note 5(c) to the financial statements, the Company has revalued its freehold land during the year ended March 31, 2025. The revaluation is based on the valuation by a registered valuer and the amount of change in value was ₹ 1,203.95 which is more than 10% of the aggregate of the net carrying value of freehold land as a class of property plant and equipment.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii.(a) The management has conducted physical verification of inventories (excluding inventories in transit) at reasonable intervals during the year and discrepancies of 10% or more in aggregate for each class of inventory were not noticed on physical verification of such inventories. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. In respect of inventories in transit, subsequent goods receipt have been verified or confirmation have been obtained from the parties.
- (b) The Company has been sanctioned working capital limits in excess of five crore rupees in aggregate from bank during the year on the basis of security of current assets and mortgage of immovable properties of the Company. The quarterly returns/statements filed by the Company with such bank are in agreement with the books of accounts of the Company.

## INDEPENDENT AUDITORS' REPORT (Contd.)

(₹ in Lakhs)

- iii.(a) The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence sub-clauses (iii) (a), (c), (d), (e), (f) under clause (iii) of the Order are not applicable.
- (b) The investments made, during the year are, prima facie, not prejudicial to the Company's interest.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of investments made. The company has not granted any loan or provided any guarantee or security under section 185 of the Companies Act, 2013.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- vi. We have broadly reviewed the accounts and records maintained by the Company pursuant to the Order made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013. We are of the opinion, that prime-facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the same with a view to determine whether they are accurate or complete.
- vii.(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income tax, goods and service tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues, to the extent applicable, to the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, goods and service tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues, to the extent applicable, were in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- (b) Details of statutory dues referred to sub clause (a) above which have not been deposited as on March 31, 2025 on account of any dispute are given below:

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	70.79	F.Y. 2015-16	Commissioner of Income tax (Appeals)
		16.11	F.Y. 2020-21	Commissioner of Income tax (Appeals)

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix.(a) Based on our audit procedures performed by us and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, the Company has not raised any fund by way of term loan during the year. Accordingly, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.



## INDEPENDENT AUDITORS' REPORT (Contd..)

- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) The Company does not have any subsidiary or joint venture or associate. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) The Company does not have any subsidiary or joint venture or associate. Accordingly, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
- x.(a) The Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares/fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- xi.(a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, a report under Section 143(12) of the Companies Act, 2013 in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) & (c) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv.(a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till the date of audit report, for the period under audit.
- xv. According to the information and explanations given to us and as represented to us by the management and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi.(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) & (b) of the Order is not applicable to the Company.

## INDEPENDENT AUDITORS' REPORT (Contd..)

- (b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (c) Based on the information and explanations provided by the management of the Company, the Group does not have any CIC's, which are part of the Group. Accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses in the current financial year and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (Refer note 54 to the financial statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx.(a) In our opinion and according to the information and explanations given to us, in respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act, 2013 (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.
- (b) In our opinion and according to the information and explanations given to us, there are no unspent amounts in respect of ongoing projects that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act, 2013.

**Singhi & Co.**

**Chartered Accountants**

Firm Registration No. 302049E

**Gopal Jain**

Partner

Place: Kolkata

Dated: May 26, 2025

Membership No. 059147

UDIN:25059147BMLGZN2964

# INDEPENDENT AUDITORS' REPORT (Contd..)

## ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

### Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting with reference to these financial statements of **CHEVIOT COMPANY LIMITED** ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statement included obtaining an understanding of internal financial controls with reference to financial statement, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting with reference to these financial statements.

#### Meaning of Internal Financial Controls over financial reporting with reference to the financial statements

A company's internal financial control over financial reporting with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## INDEPENDENT AUDITORS' REPORT (Contd..)

### Limitations of Internal Financial Controls over financial reporting with reference to the financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statement to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2025, based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Singhi & Co.**

**Chartered Accountants**

Firm Registration No. 302049E

**Gopal Jain**

Partner

Membership No. 059147

UDIN:25059147BMLGZN2964

Place: Kolkata

Dated: May 26, 2025



# Balance sheet as at 31st March, 2025

(₹ in Lakhs)

Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
<b>ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	5	22,198.98	20,186.67
(b) Capital work-in-progress	5A	827.97	409.60
(c) Right of use assets	6	173.12	26.17
(d) Investment property	7	-	-
(e) Other intangible assets	8	7.62	9.31
(f) Intangible assets under development	8A	-	-
(g) Financial assets			
(i) Investments	9	27,813.06	27,049.79
(ii) Other financial assets	10	12.95	15.32
(h) Non-current tax assets (net)	11	136.27	172.49
(i) Other non-current assets	12	108.73	239.56
<b>Total non-current assets</b>		<b>51,278.70</b>	<b>48,108.91</b>
<b>(2) Current assets</b>			
(a) Inventories	13	12,295.80	10,664.13
(b) Financial assets			
(i) Investments	14	3,266.70	5,025.51
(ii) Trade receivables	15	2,797.93	3,018.41
(iii) Cash and cash equivalents	16	950.29	123.42
(iv) Other bank balances other than Note - 16	17	177.48	171.49
(v) Other financial assets	18	253.21	430.76
(c) Other current assets	19	307.31	508.91
<b>Total current assets</b>		<b>20,048.72</b>	<b>19,942.63</b>
<b>TOTAL ASSETS</b>		<b>71,327.42</b>	<b>68,051.54</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	20	584.54	602.04
(b) Other equity	21	64,510.03	61,976.40
<b>Total equity</b>		<b>65,094.57</b>	<b>62,578.44</b>
<b>Liabilities</b>			
<b>(1) Non-current liabilities</b>			
(a) Financial liabilities			
(i) Lease liabilities	22	133.50	0.04
(b) Provisions	23	57.53	59.06
(c) Deferred tax liabilities (net)	24	2,510.33	1,324.43
(d) Other non-current liabilities	25	11.81	13.17
<b>Total non-current liabilities</b>		<b>2,713.17</b>	<b>1,396.70</b>
<b>(2) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	26	502.80	876.70
(ii) Lease liabilities	27	32.01	16.06
(iii) Trade payables	28		
-Total outstanding dues of micro enterprises and small enterprises		4.80	3.18
-Total outstanding dues of creditors other than micro enterprises and small enterprises		765.23	1,047.43
(iv) Other financial liabilities	29	1,282.53	1,315.44
(b) Other current liabilities	30	576.31	490.92
(c) Provisions	31	342.95	312.10
(d) Current tax liabilities (net)	32	13.05	14.57
<b>Total current liabilities</b>		<b>3,519.68</b>	<b>4,076.40</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>71,327.42</b>	<b>68,051.54</b>
Basis of accounting	2		
Material accounting policies	3		
Significant judgement and key estimate	4		

The accompanying notes are an integral part of the financial statements.

As per our report of even date  
For **Singhi & Co.**  
Chartered Accountants  
Firm Registration No. 302049E

**Gopal Jain**  
Partner  
Membership No. 059147

Place: Kolkata  
Dated the 26th day of May, 2025

**Madhup Kumar Patni**  
Chief Financial Officer

**Aditya Banerjee**  
Company Secretary

For and on behalf of the Board of Directors  
**Harsh Vardhan Kanoria**  
Chairman and Managing Director  
Chief Executive Officer  
(DIN - 00060259)

**Utkarsh Kanoria**

Wholetime Director  
(DIN - 06950837)

**Deo Kishan Mohta**

Independent Director  
(DIN - 00060170)

# Statement of Profit and Loss for the year ended 31st March, 2025 (₹ in Lakhs)

Particulars	Note No.	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>I Revenue from operations</b>	33	43,942.61	46,280.30
<b>II Other income</b>	34	2,901.94	4,500.03
<b>III Total income (I+II)</b>		<b>46,844.55</b>	<b>50,780.33</b>
<b>IV Expenses</b>			
(a) Cost of materials consumed	35	23,319.39	25,889.84
(b) Changes in inventories of finished goods and work-in-progress	36	(424.73)	(493.25)
(c) Employee benefits expense	37	7,292.32	7,659.36
(d) Finance costs	38	33.45	36.76
(e) Depreciation and amortisation expense	39	666.92	660.64
(f) Other expenses	40	8,446.83	8,536.62
<b>Total expenses (IV)</b>		<b>39,334.18</b>	<b>42,289.97</b>
<b>V Profit before exceptional items and tax (III-IV)</b>		<b>7,510.37</b>	<b>8,490.36</b>
<b>VI Exceptional items</b>		-	-
<b>VII Profit before tax (V+VI)</b>		<b>7,510.37</b>	<b>8,490.36</b>
<b>VIII Tax expense</b>	41		
(a) Current tax (including tax for earlier years)		1,539.27	1,263.11
(b) Deferred tax		196.91	287.87
<b>Total tax expense (VIII)</b>		<b>1,736.18</b>	<b>1,550.98</b>
<b>IX Profit for the year (VII-VIII)</b>		<b>5,774.19</b>	<b>6,939.38</b>
<b>X Other comprehensive income/(loss)</b>			
A. (i) Items that will not be reclassified to profit or loss			
(a) Changes in revaluation surplus		1,203.95	-
(b) Remeasurements of the defined benefit plans		134.98	(158.06)
(c) Equity instruments through other comprehensive income		606.56	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	41	(1,022.96)	140.74
B. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total other comprehensive income/(loss) for the year (X)</b>		<b>922.53</b>	<b>(17.32)</b>
<b>XI Total comprehensive income for the year (IX+X)</b>		<b>6,696.72</b>	<b>6,922.06</b>
<b>XII Earnings per equity share (Face value of ₹ 10 /- each )</b>	42		
(a) Basic (in ₹ )		98.08	115.33
(b) Diluted (in ₹ )		98.08	115.33
Basis of accounting	2		
Material accounting policies	3		
Significant judgement and key estimate	4		

The accompanying notes are an integral part of the financial statements.

As per our report of even date  
For **Singhi & Co.**  
Chartered Accountants  
Firm Registration No. 302049E

**Gopal Jain**  
Partner  
Membership No. 059147

Place: Kolkata  
Dated the 26th day of May, 2025

**Madhup Kumar Patni**  
Chief Financial Officer

**Aditya Banerjee**  
Company Secretary

For and on behalf of the Board of Directors  
**Harsh Vardhan Kanoria**  
Chairman and Managing Director  
Chief Executive Officer  
(DIN - 00060259)

**Utkarsh Kanoria**  
Wholetime Director  
(DIN - 06950837)

**Deo Kishan Mohta**  
Independent Director  
(DIN - 00060170)

# Statement of Changes in Equity for the year ended 31st March, 2025

(₹ in Lakhs)

## a. Equity share capital

Particulars	Amount
Balance as at 1st April, 2023	602.04
Less : Changes during the year	-
Balance as at 31st March, 2024	602.04
Less : Changes during the year [Refer Note 20(f)]	17.50
<b>Balance as at 31st March, 2025</b>	<b>584.54</b>

## b. Other equity

Particulars	Reserves and surplus				Items of other comprehensive income			Total
	Capital reserve	General reserve	Capital redemption reserve	Retained earnings	Equity instruments through other comprehensive income	Revaluation surplus [Refer Note 21.5 (b)]	Remeasurements of the defined benefit plans	
<b>Balance as at 1st April, 2023</b>	<b>0.24</b>	<b>32,752.97</b>	<b>74.92</b>	<b>13,210.68</b>	-	<b>10,640.09</b>	-	<b>56,678.90</b>
Profit for the year	-	-	-	6,939.38	-	-	-	6,939.38
Other comprehensive income/(loss) for the year	-	-	-	-	-	100.96	(118.28)	(17.32)
<b>Total comprehensive income for the year</b>	-	-	-	<b>6,939.38</b>	-	<b>100.96</b>	<b>(118.28)</b>	<b>6,922.06</b>
Dividend paid for F.Y. 2022-23	-	-	-	(1,624.56)	-	-	-	(1,624.56)
Transfer from other comprehensive income (remeasurement gain/loss net of tax) to retained earnings	-	-	-	(118.28)	-	-	118.28	-
<b>Balance as at 31st March, 2024</b>	<b>0.24</b>	<b>32,752.97</b>	<b>74.92</b>	<b>18,407.22</b>	-	<b>10,741.05</b>	-	<b>61,976.40</b>

## Statement of Changes in Equity for the year ended 31st March, 2025 (contd..)

(₹ in Lakhs)

Particulars	Reserves and surplus				Items of other comprehensive income			Total
	Capital reserve	General reserve	Capital redemption reserve	Retained earnings	Equity instruments through other comprehensive income	Revaluation surplus [Refer Note 5(c) and 21.5 (b)]	Remeasurements of the defined benefit plans	
Balance as at 31st March, 2024	0.24	32,752.97	74.92	18,407.22	-	10,741.05	-	61,976.40
Profit for the year	-	-	-	5,774.19	-	-	-	5,774.19
Other comprehensive income/(loss) for the year	-	-	-	-	519.82	301.70	101.01	922.53
Total comprehensive income for the year	-	-	-	5,774.19	519.82	301.70	101.01	6,696.72
Dividend paid for F.Y. 2023-24	-	-	-	(300.84)	-	-	-	(300.84)
Transfer/utilisation on account of Buy-back of ordinary shares [Refer Note - 20 (f)]	-	(3,150.00)	17.50	-	-	-	-	(3,132.50)
Payment of income tax on Buy-back of ordinary shares [Refer Note - 20 (f)]	-	(729.75)	-	-	-	-	-	(729.75)
Transfer from other comprehensive income (remeasurement gain/loss net of tax) to retained earnings	-	-	-	101.01	-	-	(101.01)	-
Balance as at 31st March, 2025	0.24	28,873.22	92.42	23,981.58	519.82	11,042.75	-	64,510.03

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **Singhi & Co.**  
Chartered Accountants  
Firm Registration No. 302049E

**Gopal Jain**  
Partner  
Membership No. 059147

Place: Kolkata  
Dated the 26th day of May, 2025

**Madhup Kumar Patni**  
Chief Financial Officer

**Aditya Banerjee**  
Company Secretary

For and on behalf of the Board of Directors

**Harsh Vardhan Kanoria** Chairman and Managing Director  
Chief Executive Officer  
(DIN - 00060259)

**Utkarsh Kanoria** Wholetime Director  
(DIN - 06950837)

**Deo Kishan Mohta** Independent Director  
(DIN - 00060170)



# Statement of Cash Flows for the year ended 31st March, 2025

(₹ in Lakhs)

Particulars	For the year ended 31st March 2025		For the year ended 31st March 2024	
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Net profit before tax as per statement of profit and loss		<b>7,510.37</b>		<b>8,490.36</b>
Adjustments for:				
Depreciation and amortisation expense	666.92		660.64	
Unrealised foreign exchange loss	5.93		1.02	
Income from deferred revenue grant	(2.85)		(12.91)	
Net gain on sale of investments	(1,052.58)		(396.89)	
Net gain on fair value changes of investments measured at FVTPL	(1,536.90)		(2,905.05)	
Net profit on sale of property, plant and equipment	(21.24)		(14.11)	
Profit on sale of an investment property	-		(485.09)	
Interest income	(281.93)		(676.40)	
Dividend income	(3.00)		(5.82)	
Provision for doubtful balances	35.07		-	
Property, plant and equipment and other intangible assets written off	0.41		3.92	
Finance costs	33.45		36.76	
Liabilities no longer required written back	(1.88)	(2,158.60)	(3.41)	(3,797.34)
<b>Operating profit before working capital changes</b>		<b>5,351.77</b>		<b>4,693.02</b>
Adjustments for:				
(Increase)/decrease in inventories	(1,631.67)		(631.95)	
(Increase)/decrease in trade receivables	199.36		371.02	
(Increase)/decrease in other financial assets	117.06		(116.82)	
(Increase)/decrease in other assets	189.83		245.89	
Increase/(decrease) in trade payables	(277.73)		546.13	
Increase/(decrease) in other financial liabilities	(75.65)		(307.84)	
Increase/(decrease) in provisions	164.30		(52.77)	
Increase/(decrease) in other liabilities	86.88	(1,227.62)	140.60	194.26
<b>Cash generated from operations</b>		<b>4,124.15</b>		<b>4,887.28</b>
Direct taxes paid (net of refunds)		(1,507.30)		(1,295.36)
<b>Net cash from operating activities</b>		<b>2,616.85</b>		<b>3,591.92</b>

# Statement of Cash Flows for the year ended 31st March, 2025 (contd..)

(₹ in Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment, other intangible assets and investment property (including changes in capital work-in-progress, capital advances / creditors)	(1,720.28)	(914.79)
Sale of property, plant and equipment	29.34	24.67
Sale of investment property	-	550.00
Purchase of investments	(20,183.58)	(15,916.54)
Sale of investments	24,371.48	12,898.68
Redemption of fixed deposits with bank (maturity of more than three months)	-	325.00
Interest received	345.42	638.41
Dividend received	2.69	5.24
<b>Net cash from / (used in) investing activities</b>	<b>2,845.07</b>	<b>(2,389.33)</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of non-current borrowings	-	(7.41)
Payment of lease liabilities (including interest thereon)	(43.77)	(41.36)
Proceeds from / (Repayment of) current borrowings (net)	(373.90)	258.73
Payment for Buy-back of ordinary shares	(3,150.00)	-
Payment of income tax on Buy-back of ordinary shares	(729.75)	-
Dividend paid	(300.84)	(1,624.56)
Finance costs paid	(34.59)	(23.04)
<b>Net cash (used in) financing activities</b>	<b>(4,632.85)</b>	<b>(1,437.64)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>829.07</b>	<b>(235.05)</b>
Cash and cash equivalents (opening balance)	123.42	358.46
Effect of exchange rate changes on cash and cash equivalents	(2.20)	0.01
<b>Cash and cash equivalents (closing balance)</b>	<b>950.29</b>	<b>123.42</b>

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Notes:</b>		
1. Cash and cash equivalents (Refer Note - 16) included in the cash flows statement comprise the following balance sheet amounts:		
Cash on hand	4.34	3.44
Balances with banks	945.95	119.98
<b>Cash and cash equivalents (closing balance)</b>	<b>950.29</b>	<b>123.42</b>
2. The above cash flows statement has been prepared under 'Indirect Method' as set out in Ind AS - 7, "Statement of Cash Flows".		

# Statement of Cash Flows for the year ended 31st March, 2025 (contd..)

(₹ in Lakhs)

## 3. Statement of reconciliation of financing activities :

Particulars	Borrowings (Non-current) (including current maturities)	Borrowings (Current)
<b>Balance as at 1st April, 2023 (including interest accrued thereon)</b>	<b>7.41</b>	<b>617.97</b>
Cash flow (net)	(7.41)	258.73
Non-cash changes		
- Fair value changes	-	-
Interest expense	0.11	13.65
Interest paid	(0.11)	(13.65)
<b>Balance as at 31st March, 2024 (including interest accrued thereon)</b>	<b>-</b>	<b>876.70</b>
Cash flow (net)	-	(373.90)
Non-cash changes		
- Fair value changes	-	-
Interest expense	-	15.61
Interest paid	-	(14.49)
<b>Balance as at 31st March, 2025 (including interest accrued thereon)</b>	<b>-</b>	<b>503.92</b>

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **Singhi & Co.**  
Chartered Accountants  
Firm Registration No. 302049E

**Gopal Jain**  
Partner  
Membership No. 059147

Place: Kolkata  
Dated the 26th day of May, 2025

**Madhup Kumar Patni**  
Chief Financial Officer

**Aditya Banerjee**  
Company Secretary

For and on behalf of the Board of Directors

**Harsh Vardhan Kanoria**  
Chairman and Managing Director  
Chief Executive Officer  
(DIN - 00060259)

**Utkarsh Kanoria**  
Wholetime Director  
(DIN - 06950837)

**Deo Kishan Mohta**  
Independent Director  
(DIN - 00060170)

# Notes to the Financial Statements for the year ended 31st March, 2025

## 1. CORPORATE AND GENERAL INFORMATION

Cheviot Company Limited (the "Company") is a Public Limited Company incorporated in India. The Company has its registered office at 24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata-700016. The Company is listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).

The Company manufactures jute products with flexibility to cater to both domestic and international market. The Company is renowned for manufacturing superior quality Hessian fabrics for export market at the Export Oriented Unit situated at Falta Special Economic Zone in the state of West Bengal, India.

## 2. BASIS OF ACCOUNTING

### 2.1. Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended), other relevant provisions of the Act and other accounting principles generally accepted in India.

Accounting Policies have been consistently applied except where a newly issued Ind AS is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

The Board of Directors have approved the financial statements for the year ended 31st March, 2025 and authorised for issue on 26th May, 2025. These financial statements shall be placed before the ensuing annual general meeting of the Company for the approval of the shareholders.

### 2.2. Basis of Preparation

The financial statements have been prepared on a historical cost basis except certain items that are measured at fair value as explained in accounting policies and Freehold land which have been measured on revaluation model.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116 – Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories.

### 2.3. Functional and Presentation Currency

The financial statements have been presented in Indian Rupees (₹), which is also the Company's functional currency. All financial information presented in (₹) has been rounded off to the nearest lakhs as per the requirements of Schedule III, unless otherwise stated.

### 2.4. Use of Estimates and Judgements

The preparation of financial statements require judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities including contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognised in the period prospectively in which the results are known/ materialised.



# Notes to the Financial Statements for the year ended 31st March, 2025

## 2.5. Current Vs Non-Current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All the other assets are classified as non-current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities respectively.

## 2.6. Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. 1st April, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its Standalone Financial Statements.

## 3. MATERIAL ACCOUNTING POLICIES

A summary of the material accounting policies applied in the preparation of the financial statements are given below. These accounting policies have been applied consistently to all the periods presented in the financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

### 3.1. Inventories

- Raw materials, stores and spares and loose tools are valued at lower of cost and net realisable value. However, items held for use in the production of inventories are not written down below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost includes cost of purchase, non-refundable taxes and other costs incurred in bringing the inventories to their present location and condition. Cost is computed on weighted average basis.
- Work-in-progress and finished goods are valued at lower of cost and net realisable value. Finished goods and work-in-progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is computed on weighted average basis.
- Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated cost necessary to make the sale. Net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods.
- Adequate provision is made for obsolete and slow-moving stocks, wherever necessary.

# Notes to the Financial Statements for the year ended 31st March, 2025

## 3.2. Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and in hand, cheques in hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

## 3.3. Income Tax

Income tax expense comprises current tax and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

### a) Current Tax

Current tax liabilities (or assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities based on tax rates and tax laws that have been enacted during the period.

### b) Deferred Tax

- Deferred tax assets and liabilities shall be measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.
- Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (i.e., tax base). Deferred tax is also recognised for carry forward of unused tax losses and unused tax credits.
- Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.
- The carrying amount of deferred tax assets is reviewed at the end of each reporting period. The Company reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.
- Deferred tax relating to items recognised outside the statement of profit and loss is recognised either in other comprehensive income or in equity. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

## 3.4. Property, Plant and Equipment

### a) Recognition and Measurement:

- Property, plant and equipment, except freehold land, held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation/amortisation and accumulated impairment losses (if any).
- Freehold land has been stated at revalued amount. The difference between carrying amount of such land and fair value less any impairment loss is shown as revaluation surplus net of deferred tax under the head other equity. The changes in fair value of land is recognised in other comprehensive income net of deferred tax and accumulated in other equity under the head revaluation surplus. The revaluation surplus shall be transferred to retained earnings when the asset is derecognised.
- Cost of an item of property, plant and equipment acquired comprises its purchase price, including non-refundable import duties and taxes, after deducting any trade discounts and rebates, borrowing cost, if capitalisation criteria is met and any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.

# Notes to the Financial Statements for the year ended 31st March, 2025

- In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labour, allocation of directly attributable overheads, directly attributable borrowing costs incurred in bringing the item to working condition for its intended use, and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located. The costs of testing whether the asset is functioning properly, after deducting the net proceeds from selling items produced while bringing the asset to that location and condition are also added to the cost of self-constructed assets.
- If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.
- Profit or loss arising on the disposal of property, plant and equipment are recognised in the statement of profit and loss.

## **b) Subsequent Expenditure**

- Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced.
- Major inspection/ repairs/ overhauling expenses are recognised in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any unamortised part of the previously recognised expenses of similar nature is derecognised.

## **c) Depreciation and Amortisation**

- Depreciation on property, plant and equipment is provided on straight line method at the rates determined based on the useful lives of respective assets as prescribed in the Schedule II of the Act.
- Each part of items of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. Certain components of property, plant and equipment as identified by the Company have been depreciated at their respective useful lives ranging between 4 and 10 years.
- Depreciation on additions (disposals) during the year is provided on a pro-rata basis i.e., from (up to) the date on which asset is ready for use (disposed of).
- Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted, if appropriate.

## **d) Disposal of Assets**

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

## **e) Capital Work in Progress**

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production. Advances given towards acquisition or construction of property, plant and equipment outstanding at each reporting date are disclosed as Capital advances under "Other Non-Current Assets".

## Notes to the Financial Statements for the year ended 31st March, 2025

### 3.5. Leases

#### **Assets taken on lease :**

The Company mainly has lease arrangements for land and building.

The Company assesses whether a contract is or contains a lease, at inception of a contract in accordance with Ind AS 116. The assessment involves the exercise of judgement about whether (i) the contract involves the use of an identified asset, (ii) the Company has substantially all the economic benefits from the use of the asset through the period of the lease, and (iii) the Company has the right to direct the use of the asset.

The Company recognises a right-of-use asset ("ROU") and a corresponding lease liability at the lease commencement date. The ROU asset is initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The ROU asset is depreciated using the straight line method from the commencement date to the earlier of, the end of the useful life of the ROU asset or the end of the lease term or useful life of the underlying asset if the Company expects to exercise a purchase option in the lease. The estimated useful lives of ROU assets are determined on the same basis as those of property and equipment. In addition, the right-of use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, generally discounted using an incremental borrowing rate specific to the Company, term and currency of the contract.

Lease payments included in the measurement of the lease liability include fixed payments, variable lease payments that depend on an index or a rate known at the commencement date; and extension option payments or purchase options payment which the Company is reasonably certain to exercise.

Variable lease payments that do not depend on an index or rate are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "other expenses" in the Statement of Profit or Loss.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made and remeasured (with a corresponding adjustment to the related ROU asset) when there is a change in future lease payments in case of renegotiation, changes of an index or rate or in case of reassessment of options.

#### **Short-term leases and leases of low-value assets**

The Company has elected not to recognise ROU assets and lease liabilities for short term leases as well as low value assets and recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

### 3.6. Revenue Recognition

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specific of each arrangement.

#### **a) Sale of Goods**

Revenue from sale of goods is recognised when control of the products being sold is transferred to the customer and when there are no longer any unfulfilled obligations. The Performance Obligations in sales contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on terms with customers.



## Notes to the Financial Statements for the year ended 31st March, 2025

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Transaction price is the amount of consideration in the contract to which the Company expects to be entitled in exchange for transferring the promised goods or services.

The Company does not expect to have any contracts where the period between transfer of promised goods or services to the customer and payment by customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

### **b) Benefits under Duty Drawback Scheme/Other Export Benefits**

Revenue in respect of above benefits is recognized on post export basis and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

### **c) Insurance claims**

Insurance claims are accounted for on the basis of acceptance of claims and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

### **d) Interest income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### **e) Dividend income**

Dividends are recognised at the time the right to receive payment is established.

## **3.7. Employee Benefits**

### **a) Short Term Employee Benefits**

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period.

### **b) Other Long Term Employee Benefits**

The liabilities for earned leaves that are not expected to be settled wholly within twelve months are measured as the present value of the expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the rate of government securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of related obligation. Remeasurements as the result of experience adjustment and changes in actuarial assumptions are recognised in the statement of profit and loss.

## Notes to the Financial Statements for the year ended 31st March, 2025

### c) Post-Employment Benefits

The Company operates the following post-employment schemes:

- **Defined Benefit Plans**

The liability or asset recognised in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method.

The liability recognised for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognised actuarial gains or losses and past service costs. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. The benefits are discounted using the rate of government securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of related obligation.

Remeasurements of the net defined benefit obligation which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling are recognised in other comprehensive income. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

- **Defined Contribution Plan**

Defined contributions to Provident Fund, Pension Scheme and Employees' State Insurance Scheme are defined contribution schemes and are charged to the statement of profit and loss of the year. The Company makes specified monthly contributions towards employees provident fund to a trust administered by the Company as well as to provident fund plan operated by the Regional Provident Fund Commissioner. The minimum rate of interest which is payable every year by the trust to the beneficiaries is notified by the Government. The Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate.

### d) Termination Benefit

Expenditure incurred on Voluntary Retirement Scheme is charged to the statement of profit and loss immediately.

### 3.8. Foreign Currency Transactions

- Foreign currency transactions are translated into the functional currency using the spot rates of exchanges at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchanges at the reporting date.
- Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities are generally recognised in profit or loss in the year in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those qualifying assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings, the balance is presented in the statement of profit and loss within finance costs.
- Non-monetary items are not retranslated at period end and are measured at historical cost (translated using the exchange rate at the transaction date).

# Notes to the Financial Statements for the year ended 31st March, 2025

## 3.9. Borrowing Cost

- Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowings of funds. Borrowing costs also includes exchange difference to the extent regarded as an adjustment to the borrowing costs.
- Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalised as a part of the cost of that asset that necessarily takes a substantial period of time to complete and prepare the asset for its intended use or sale. The Company considers a period of twelve months or more as a substantial period of time.
- Transaction costs in respect of long term borrowing are amortised over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

## 3.10. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### a) Financial Assets

- **Initial Recognition and Measurement:**

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instruments. A financial asset is initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However trade receivables that do not contain a significant financing component are measured at transaction price.

- **Classification and Subsequent Measurement:**

For purposes of subsequent measurement, financial assets are classified in four categories:

- Measured at amortised cost;
- Measured at fair value through other comprehensive income (FVTOCI);
- Measured at fair value through profit or loss (FVTPL); and
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

- Measured at amortised cost:

A financial asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

- Measured at FVTOCI:

A financial asset is measured at the FVTOCI if both the following conditions are met:

- The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and
- The asset's contractual cash flows represent SPPI.

## Notes to the Financial Statements for the year ended 31st March, 2025

Financial assets meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on remeasurement recognised in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognised in the statement of profit and loss in interest income. Where the asset is disposed of, the cumulative gain or loss previously accumulated in other comprehensive income reserve is transferred in the statement of profit and loss.

➤ Measured at FVTPL:

FVTPL is a residual category for financial assets. Any financial assets, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as FVTPL. In addition, the Company may elect to designate a financial asset, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. Financial asset included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

Interest/dividend income on financial instruments measured at FVTPL are presented separately under other income.

➤ Equity instruments measured at FVTOCI:

All equity investments in scope of Ind AS – 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. In case the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no reclassification of the amounts from OCI to the statement of profit and loss, even on sale of investment.

- **Derecognition**

The Company derecognises a financial asset on trade date only when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

- **Impairment of Financial Assets**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS – 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and/ or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

### b) Financial Liabilities

- **Initial Recognition and Measurement:**

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, as loans and borrowings, as payables or as derivatives, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

- **Subsequent Measurement:**

Financial liabilities are measured subsequently at amortised cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.



# Notes to the Financial Statements for the year ended 31st March, 2025

- **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

- **Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.

- c) **Derivative Financial Instruments:**

The Company enters into derivative financial instruments viz. foreign exchange forward contracts, interest rate swaps and cross currency swaps to manage its exposure to interest rate and foreign exchange rate risks. The Company does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the statement of profit and loss immediately.

### 3.11. Impairment of Non-Financial Assets

- The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful lives of the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (Cash Generating Units – CGU).
- An impairment loss is recognised as an expense in the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognised in earlier accounting period is reversed if there has been an improvement in recoverable amount.

### 3.12. Provisions, Contingent Liabilities and Contingent Assets

- a) **Provisions**

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

- b) **Contingent Liabilities**

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognised because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Company discloses the existence of contingent liabilities in other notes to financial statements.

- c) **Contingent Assets**

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent assets are not recognised though are disclosed, where an inflow of economic benefits is probable.

## Notes to the Financial Statements for the year ended 31st March, 2025

### 3.13. Intangible Assets

#### a) Recognition and Measurement

Intangible assets comprise of computer software, expected to provide future enduring economic benefits are stated at cost less accumulated amortisation and impairment, if any. Cost comprises purchase price, non-refundable taxes, duties, and incidental expenses after deducting trade discounts and rebates related to the acquisition and installation of the assets.

#### b) Subsequent Expenditure

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Company and the cost of the item can be measured reliably. All other expenditure is recognised in the statement of profit and loss.

#### c) Amortisation

- Intangible assets are amortised over a period of five years under straight line method.
- The amortisation period and the amortisation method are reviewed at least at the end of each financial year. If the expected useful life of the assets is significantly different from previous estimates, the amortisation period is changed accordingly.

#### d) Intangible Assets under Development

Intangible assets under development is stated at cost which includes expenses incurred in connection with development of Intangible assets in so far as such expenses relate to the period prior to getting the assets ready for use.

### 3.14. Investment Properties

- Investment property is property (comprising land or building or both) held to earn rental income or for capital appreciation or both, but not for sale in ordinary course of business, used in the production or supply of goods or services or for administrative purposes.
- Upon initial recognition, an investment property is measured at cost. Subsequently they are stated in the balance sheet at cost, less accumulated depreciation/amortisation and accumulated impairment losses, if any.
- Any gain or loss on disposal of investment property is determined as the difference between net disposal proceeds and the carrying amount of the property and is recognised in the statement of profit and loss.
- The depreciable investment property i.e., buildings, are depreciated on a straight line method at a rate determined based on the useful life as provided under Schedule II to the Act.
- Leasehold land is amortised on a straight line basis over the period of lease.
- Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from the use and no future economic benefit is expected from their disposal. The net difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

### 3.15. Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding during the period are adjusted for the effects of all dilutive potential ordinary shares.

# Notes to the Financial Statements for the year ended 31st March, 2025

## 3.16. Cash Dividend Distribution to Equity Holders

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

## 3.17. Measurement of Fair Values

A number of the accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 — Inputs which are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets and liabilities. Involvement of external valuers is decided by the management of the Company considering the requirements of Ind AS and Companies Act, 2013 and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

## 4. SIGNIFICANT JUDGEMENTS AND KEY SOURCES OF ESTIMATION IN APPLYING ACCOUNTING POLICIES

Information about significant judgements and key sources of estimation made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

### a) Recognition of Deferred Tax Assets:

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits.

## Notes to the Financial Statements for the year ended 31st March, 2025

**b) Useful Lives of Depreciable/ Amortisable Assets (Property, Plant and Equipment and Intangible Assets):**

Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to actual normal wear and tear that may change the utility of plant and equipment.

**c) Extension and Termination Option in Leases:**

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

This assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the Company.

**d) Defined Benefit Obligation (DBO):**

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.

**e) Provisions and Contingencies:**

The assessments undertaken in recognising provisions and contingencies have been made in accordance with Ind AS – 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.

**f) Impairment of Financial Assets:**

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication of impairment. If recoverable amount is less than its carrying amount, the impairment loss is accounted for.

**g) Fair Value Measurement of Financial Instruments:**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The input to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.



# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 5. PROPERTY, PLANT AND EQUIPMENT

Particulars	Freehold Land	Buildings	Plant and equipment	Electrical installations and equipment	Furniture and fixtures	Vehicles	Office equipment	Total
<b>Cost</b>								
As at 1st April, 2023	11,251.90	10,558.66	14,327.29	1,516.37	409.00	182.48	233.48	38,479.18
Additions	-	19.65	423.02	19.95	19.36	27.87	26.69	536.54
Disposals/write off	-	8.38	30.35	3.48	1.05	26.34	0.50	70.10
<b>As at 31st March, 2024</b>	<b>11,251.90</b>	<b>10,569.93</b>	<b>14,719.96</b>	<b>1,532.84</b>	<b>427.31</b>	<b>184.01</b>	<b>259.67</b>	<b>38,945.62</b>
Additions / Revaluation	1,203.95	-	1,315.69	67.95	22.69	1.20	36.53	2,648.01
Disposals / write off	-	-	90.93	2.59	-	7.38	15.42	116.32
<b>As at 31st March, 2025</b>	<b>12,455.85</b>	<b>10,569.93</b>	<b>15,944.72</b>	<b>1,598.20</b>	<b>450.00</b>	<b>177.83</b>	<b>280.78</b>	<b>41,477.31</b>
<b>Accumulated depreciation/amortisation</b>								
As at 1st April, 2023	-	4,954.21	11,453.03	1,248.14	281.97	63.59	192.45	18,193.39
Charge for the year	-	186.57	356.57	29.10	13.14	16.66	19.14	621.18
Disposals / write off	-	4.58	30.35	2.99	1.00	16.22	0.48	55.62
<b>As at 31st March, 2024</b>	<b>-</b>	<b>5,136.20</b>	<b>11,779.25</b>	<b>1,274.25</b>	<b>294.11</b>	<b>64.03</b>	<b>211.11</b>	<b>18,758.95</b>
Charge for the year	-	180.67	359.67	31.57	14.43	19.12	21.73	627.19
Disposals / write off	-	-	86.89	2.54	-	3.56	14.82	107.81
<b>As at 31st March, 2025</b>	<b>-</b>	<b>5,316.87</b>	<b>12,052.03</b>	<b>1,303.28</b>	<b>308.54</b>	<b>79.59</b>	<b>218.02</b>	<b>19,278.33</b>
<b>Net Block</b>								
As at 31st March, 2024	11,251.90	5,433.73	2,940.71	258.59	133.20	119.98	48.56	20,186.67
<b>As at 31st March, 2025</b>	<b>12,455.85</b>	<b>5,253.06</b>	<b>3,892.69</b>	<b>294.92</b>	<b>141.46</b>	<b>98.24</b>	<b>62.76</b>	<b>22,198.98</b>

### Notes:

- Refer Note - 26 for information on hypothecation/mortgage of property, plant and equipment.
- Refer Note - 43.2 for disclosure on contractual commitment for acquisition of property, plant and equipment.
- Freehold land having original cost of ₹ 3.11 was revalued in earlier years and the last revaluation was done as at 31st March, 2022 amounted to ₹ 11,251.90. During the year, the Company has further carried out revaluation of above land as at 31st March, 2025 amounted to ₹ 12,455.85 by an independent external valuer registered under the Companies Act, 2013 and the resultant increase of ₹ 1,203.95 has been added to Free hold land and ₹ 1,031.79 (net of deferred tax ₹ 172.16) have been added to revaluation surplus under other comprehensive Income.
- The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company. However, mutation of land in company's name in Government Land Records is pending in the following case :

Description of item of Property	Gross carrying value	Title Deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the Company
Certain portions of Freehold Land situated at Mouza Hetalkhali under Budge Budge Municipality in the State of West Bengal	0.20	Cheviot Company Limited	No	Year 1920 / 1933	Mutation of land for name change in respect of certain portions of freehold land received from M/s Chitpore Golabari Company Limited through perpetual lease / settlement operation is pending.

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 5A. Capital work-in-progress

Descriptions	As at 31st March 2025	As at 31st March 2024
Balance at the beginning of the year	409.60	454.40
Add : Additions during the year	1,838.54	444.50
Less: Capitalisations during the year	1,420.17	489.30
<b>Balance at the end of the year</b>	<b>827.97</b>	<b>409.60</b>

### 5A.1 Ageing schedule of Capital work-in-progress (CWIP) is as below :

Amount in CWIP for a period of	As at 31st March 2025		As at 31st March 2024	
	Projects in progress	Projects temporarily suspended	Projects in progress	Projects temporarily suspended
Less than 1 Year	827.97	-	0.91	-
1-2 Years	-	-	408.69	-
2-3 Years	-	-	-	-
More than 3 Years	-	-	-	-
<b>Total</b>	<b>827.97</b>	<b>-</b>	<b>409.60</b>	<b>-</b>

5A.2 There are no projects as on each reporting period where activity had been suspended. Also there are no projects as on each reporting period which has exceeded its cost as compared to its original plan or where completion is overdue.

## 6. RIGHT OF USE ASSETS

Particulars	Leasehold Land
<b>Cost</b>	
<b>As at 1st April, 2023</b>	<b>177.22</b>
Additions	-
Disposals	-
<b>As at 31st March, 2024</b>	<b>177.22</b>
Additions	183.49
Disposals	161.62
<b>As at 31st March, 2025</b>	<b>199.09</b>
<b>Accumulated depreciation</b>	
<b>As at 1st April, 2023</b>	<b>115.00</b>
Charge for the year	36.05
Disposals	-
<b>As at 31st March, 2024</b>	<b>151.05</b>
Charge for the year	36.54
Disposals	161.62
<b>As at 31st March, 2025</b>	<b>25.97</b>
<b>Net Block</b>	
<b>As at 31st March, 2024</b>	<b>26.17</b>
<b>As at 31st March, 2025</b>	<b>173.12</b>

6.1 Lease deed of all Right of use (ROU) assets are held in the name of the Company.

6.2 Refer Note - 50 for detailed disclosure as per Ind AS 116.

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 7. INVESTMENT PROPERTY

Particulars	Leasehold land	Building	Total
<b>Cost</b>			
As at 1st April , 2023	5.76	17.83	23.59
Additions	44.72	-	44.72
Disposals	50.48	17.83	68.31
As at 31st March, 2024	-	-	-
Additions	-	-	-
Disposals	-	-	-
As at 31st March, 2025	-	-	-
<b>Accumulated amortisation/depreciation</b>			
As at 1st April , 2023	0.63	2.49	3.12
Charge for the year	0.11	0.17	0.28
Disposals	0.74	2.66	3.40
As at 31st March, 2024	-	-	-
Charge for the year	-	-	-
Disposals	-	-	-
As at 31st March, 2025	-	-	-
<b>Net Block</b>			
As at 31st March, 2024	-	-	-
As at 31st March, 2025	-	-	-

### Notes:

#### (i) Contractual obligations

There are no contractual obligation to purchase, construct or develop investment property or for its repair, maintenance or enhancement at the balance sheet date.

#### (ii) Amount recognised in profit and loss for investment property

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Rental income	-	-
Less: Direct operating expenses that generate rental income	-	-
Less: Direct operating expenses that did not generate rental income	-	0.22
<b>Profit/(loss) on investment property before depreciation</b>	-	<b>(0.22)</b>
Less: Amortisation/depreciation	-	0.28
<b>Profit/(loss) on investment property</b>	-	<b>(0.50)</b>

During the financial year 2023-2024, above investment property was disposed off and profit on sale of investment property amounting to ₹ 485.09 was shown in other income.

## Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

### 8. OTHER INTANGIBLE ASSETS

Particulars	Computer Software
<b>Cost</b>	
As at 1st April , 2023	109.61
Additions	1.95
Disposals/write off	-
<b>As at 31st March, 2024</b>	<b>111.56</b>
Additions	1.50
Disposals/write off	6.55
<b>As at 31st March, 2025</b>	<b>106.51</b>
<b>Accumulated amortisation</b>	
As at 1st April , 2023	99.12
Charge for the year	3.13
Disposals/write off	-
<b>As at 31st March, 2024</b>	<b>102.25</b>
Charge for the year	3.19
Disposals/write off	6.55
<b>As at 31st March, 2025</b>	<b>98.89</b>
<b>Net Block</b>	
As at 31st March, 2024	9.31
<b>As at 31st March, 2025</b>	<b>7.62</b>

### 8A. Intangible assets under development

Descriptions	As at 31st March 2025	As at 31st March 2024
Balance at the beginning of the year	-	1.95
Add : Additions during the year	-	-
Less: Capitalisations during the year	-	1.95
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>



# Notes to the Financial Statements for the year ended 31st March, 2025

## 9. INVESTMENTS (NON-CURRENT)

(₹ in Lakhs)

Particulars	Face Value per share/ bond/unit (₹)	As at 31st March 2025		As at 31st March 2024	
		Shares/ Bonds/ Units	Amount	Shares/ Bonds/ Units	Amount
<b>(fully paid-up unless otherwise stated)</b>					
<b>A. INVESTMENTS AT AMORTISED COST</b>					
<b>Investments in Debentures or Bonds (Quoted)</b>					
Housing and Urban Development Corporation Limited					
7.83% Tax Free Bonds, Series B (Option II), 11-NOV-2026	1,00,000	200	200.00	200	200.00
8.51% Tax Free Bonds, Tranche-I, Series 2A, 25-OCT-2028	1,000	20,000	200.00	20,000	200.00
India Infrastructure Finance Company Limited					
8.66% Tax Free Bonds, Tranche II, Series 3A, 22-JAN-2034	1,000	-	-	50,000	500.00
8.55% Tax Free Bonds, Tranche III, Series 3A, 27-MAR-2034	1,000	-	-	30,000	300.00
Indian Renewable Energy Development Agency Limited					
8.55% Tax Free Bonds, Tranche I, Series IIIA, 13-MAR-2034	1,000	-	-	40,000	400.00
National Highway Authority of India					
8.30% Tax Free Bonds, Tranche 1, Series 2 (II), 25-JAN-2027	1,000	4,945	49.45	4,945	49.45
8.50% Tax Free Bonds Tranche I Series IIA, 05-FEB-2029	1,000	-	-	40,000	400.00
7.28% Tax Free Bonds Series - II B, 18-SEP-2030	10,00,000	-	-	20	200.06
National Housing Bank					
8.76% Tax Free Bonds, Tranche I, Series 3A, 13-JAN-2034	5,000	-	-	6,166	312.94
8.65% Tax Free Bonds, Tranche II Series 3A, 24-MAR-2034	5,000	-	-	6,384	319.20
NTPC Limited					
8.66% Tax Free Bonds, Series 3A, 16-DEC-2033	1,000	-	-	31,665	316.65
7.37% Tax Free Bonds, Series 3A, 05-OCT-2035	1,000	-	-	4,997	49.97
Power Finance Corporation Limited					
8.16% Tax Free Bonds, Series 80B, 25-NOV-2026	1,00,000	-	-	400	400.00
7.35% Tax Free Bonds, Series 3A, 17-OCT-2035	1,000	-	-	2,567	25.67
Rural Electrification Corporation Limited					
8.46% Tax Free Bonds, Tranche I, Series 2A, 24-SEP-2028	1,000	-	-	50,000	500.00
<b>Subtotal (A)</b>			<b>449.45</b>		<b>4,173.94</b>
<b>B. INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME</b>					
<b>Investments in Equity Instruments (Quoted)</b>					
Reliance Industries Limited	10	1,34,000	1,708.63	-	-
<b>Subtotal</b>			<b>1,708.63</b>		<b>-</b>
<b>Investments in Equity Instruments (Unquoted)</b>					
Cheviot International Limited	10	20	- ^	20	- ^
National Stock Exchange of India Limited	1	1,50,000	2,347.50	-	-
Woodlands Multispeciality Hospital Limited	10	3,190	0.32	3,190	0.32
<b>Subtotal</b>			<b>2,347.82</b>		<b>0.32</b>
<b>Subtotal (B)</b>			<b>4,056.45</b>		<b>0.32</b>

^ Amount below ₹ 500/-

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

Particulars	Face Value per share/ bond/unit (₹)	As at 31st March 2025		As at 31st March 2024	
		Shares/ Bonds/Units	Amount	Shares/ Bonds/Units	Amount
<b>C. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS</b>					
<b>Investments in Mutual Funds (Quoted)</b>					
Edelweiss Mutual Fund					
Bharat Bond ETF - April 2033 - Regular - Growth	1,000	49,997.000	604.91	49,997.000	552.67
Nippon India Mutual Fund					
Nippon India ETF Nifty 50 BeES	1	11,87,000.000	3,124.74	16,37,000.000	4,043.72
SBI Mutual Fund					
SBI ETF Nifty 50	10	-	-	50,000.000	116.76
SBI ETF Nifty Next 50	10	45,000.000	300.26	45,000.000	287.10
<b>Subtotal</b>			<b>4,029.91</b>		<b>5,000.25</b>
<b>Investments in Mutual Funds (Unquoted)</b>					
Aditya Birla Sun Life Mutual Fund					
Aditya Birla Sun Life Nifty SDL April 2027 Index Fund - Direct Plan - Growth	10	49,09,416.744	596.58	49,09,416.744	550.97
Axis Mutual Fund					
Axis Nifty Midcap 50 Index Fund - Direct - Growth	10	68,41,377.628	1,207.11	76,97,968.570	1,261.40
Bandhan Mutual Fund					
Bandhan CRISIL Gilt 2028 Index Fund - Direct - Growth	10	93,77,578.987	1,197.76	93,77,578.987	1,104.25
Edelweiss Mutual Fund					
Bharat Bond FOF - April 2030 - Regular - Growth	10	81,61,990.993	1,199.17	81,61,990.993	1,104.28
Bharat Bond FOF - April 2031 - Regular - Growth	10	90,58,708.905	1,191.19	90,58,708.905	1,096.86
Bharat Bond ETF FOF - April 2032 - Regular - Growth	10	1,94,61,658.504	2,407.35	1,94,61,658.504	2,209.29
Bharat Bond ETF FOF - April 2033 - Regular - Growth	10	99,62,084.026	1,206.35	99,62,084.026	1,109.26
Franklin Templeton Mutual Fund					
Franklin India Focused Equity Fund- Direct- Growth	10	-	-	14,13,686.269	1,485.23
ICICI Prudential Mutual Fund					
ICICI Prudential Nifty Next 50 Index Fund - Direct - Growth	10	18,21,104.013	1,060.37	-	-
Kotak Mahindra Mutual Fund					
Kotak Nifty SDL April 2027 top 12 Equal Weight Index Fund - Direct Plan - Growth	10	49,57,266.240	596.91	49,57,266.240	550.50
Kotak Nifty SDL April 2032 top 12 Equal Weight Index Fund - Direct Plan - Growth	10	1,95,48,477.228	2,444.63	1,95,48,477.228	2,231.11
Motilal Oswal Mutual Fund					
Motilal Oswal Nifty Midcap 150 Index Fund - Direct - Growth	10	38,56,917.509	1,329.60	42,99,659.281	1,372.24
Motilal Oswal Nifty Smallcap 250 Index Fund - Direct - Growth	10	12,61,778.146	425.63	19,39,866.566	619.74
Motilal Oswal Nifty Microcap 250 Index Fund - Direct - Growth	10	1,28,38,448.889	1,954.24	69,90,826.052	983.66
UTI Mutual Fund					
UTI Nifty Next 50 Index Fund - Direct - Growth	10	52,43,619.491	1,216.42	52,43,619.491	1,165.19
<b>Subtotal</b>			<b>18,033.31</b>		<b>16,843.98</b>

## Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

Particulars	Face Value per share/ bond/unit (₹)	As at 31st March 2025		As at 31st March 2024	
		Shares/ Bonds/Units	Amount	Shares/ Bonds/Units	Amount
<b>Investments in Alternative Investment Funds (Unquoted)</b>					
360 ONE Alternates Asset Management Limited (Formerly 360 ONE Asset Management Limited)					
India Housing Fund (previous year face value ₹ 3.6580/unit)	3.1426	55,02,818.952	267.90	55,05,886.415	317.49
Ascrtis Investment Managers Private Limited # (Formerly BPEA Investment Managers Private Limited)					
Ascrtis Credit - India Fund III - Scheme F (Formerly BPEA Credit - India Fund III - Scheme F)	100	9,09,000.000	976.04	6,75,000.000	713.81
<b>Subtotal</b>			<b>1,243.94</b>		<b>1,031.30</b>
<b>Subtotal (C)</b>			<b>23,307.16</b>		<b>22,875.53</b>
<b>TOTAL (A+B+C)</b>			<b>27,813.06</b>		<b>27,049.79</b>
<b>Aggregate amount of quoted investments</b>			<b>6,187.99</b>		<b>9,174.19</b>
<b>Aggregate market value of quoted investments</b>			<b>6,217.68</b>		<b>9,957.26</b>
<b>Aggregate amount of unquoted investments</b>			<b>21,625.07</b>		<b>17,875.60</b>

# Refer Note - 43.2 for disclosure on contractual commitment for acquisition of Investments.

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 10. OTHER FINANCIAL ASSETS (NON-CURRENT)

Particulars	As at 31st March 2025	As at 31st March 2024
Security deposits	10.48	9.61
Advances given to employees	2.47	5.71
	<b>12.95</b>	<b>15.32</b>

## 11. NON-CURRENT TAX ASSETS (NET)

Particulars	As at 31st March 2025	As at 31st March 2024
Advance income tax and refund due (net of provision)	136.27	172.49
	<b>136.27</b>	<b>172.49</b>

## 12. OTHER NON-CURRENT ASSETS

Particulars	As at 31st March 2025	As at 31st March 2024
Capital advances	76.11	183.64
Others		
- Prepaid expenses	14.66	18.05
- Indirect tax refundable	17.96	37.87
	<b>108.73</b>	<b>239.56</b>

## 13. INVENTORIES

Particulars	As at 31st March 2025	As at 31st March 2024
(Valued at lower of cost and net realisable value)		
Raw materials	6,827.74	5,540.51
Work-in-progress	1,475.88	1,532.88
Finished goods	3,485.01	3,003.28
Stores and spares (Refer Note -1 below)	505.77	585.72
Loose tools	1.40	1.74
	<b>12,295.80</b>	<b>10,664.13</b>
The above includes goods in transit as under:		
Finished goods	1,611.39	1,158.47
	<b>1,611.39</b>	<b>1,158.47</b>

- 1) Value of inventories above is stated after provisions for slow-moving, non-moving & obsolete items and write-downs to net realisable value amounting to ₹ 16.60 (31st March 2024 - ₹ 4.63).
- 2) Mode of valuation - Refer Note 3.1 of material accounting policies.
- 3) Refer Note - 26 for information on hypothecation of inventories.

# Notes to the Financial Statements for the year ended 31st March, 2025

## 14. INVESTMENTS (CURRENT)

(₹ in Lakhs)

Particulars	Face Value per share/ bond/unit (₹)	As at 31st March 2025		As at 31st March 2024	
		Shares/ Bonds/Units	Amount	Shares/ Bonds/Units	Amount
(fully paid-up unless otherwise stated)					
<b>A. INVESTMENTS AT AMORTISED COST</b>					
<b>Investments in Debentures or Bonds (Unquoted)</b>					
Navayuga Engineering Company Limited					
10.50% Secured, redeemable, non convertible debentures, Series 3	10,00,000	-	-	100	994.15
<b>Subtotal</b>			-		<b>994.15</b>
<b>Investments in Preference Share (Quoted)</b>					
Infrastructure Leasing and Financial Services Limited #					
16.46% Non-Convertible Redeemable Cumulative Preference Shares	7,500	1,360	204.00	1,360	204.00
Less: Impairment in value of investments			(204.00)		(204.00)
<b>Subtotal</b>			-		-
<b>Subtotal (A)</b>			-		<b>994.15</b>
<b>B. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS</b>					
<b>Investments in Mutual Funds (Unquoted)</b>					
Aditya Birla Sun Life Mutual Fund					
Aditya Birla Sun Life Liquid Fund - Direct - Growth	100	-	-	90,513.212	352.71
Aditya Birla Sun Life Arbitrage Fund - Direct - Growth	10	39,57,887.555	1,112.83	-	-
ICICI Prudential Mutual Fund					
ICICI Prudential Liquid Fund - Direct - Growth	100	-	-	97,899.931	349.90
ICICI Prudential Equity Arbitrage Fund - Direct - Growth	10	14,03,377.200	507.30	-	-
Kotak Mahindra Mutual Fund					
Kotak Equity Arbitrage Fund -Direct - Growth	10	26,70,471.833	1,050.90	56,11,057.758	2,041.65
SBI Mutual Fund					
SBI Arbitrage Opportunities Fund - Direct Plan - Growth	10	15,79,293.094	557.69	31,78,169.351	1,040.34
<b>Subtotal</b>			<b>3,228.72</b>		<b>3,784.60</b>

# Investment in preference shares with Infrastructure Leasing and Financial Services Limited (IL&FS Limited) were due for redemption on 15th October 2022. IL&FS Limited had earlier defaulted in paying dividend and maturity amount on its redemption. The matter of IL&FS Limited is pending before NCLT and NCLAT, New Delhi. The investments in preference shares have not been written off as the Company still holds the same in its demat account.



# Notes to the Financial Statements

for the year ended 31st March, 2025

(₹ in Lakhs)

Particulars	Face Value per share/ bond/unit (₹)	As at 31st March 2025		As at 31st March 2024	
		Shares/ Bonds/Units	Amount	Shares/ Bonds/Units	Amount
<b>Investments in Alternative Investment Funds (Unquoted)</b>					
360 ONE Alternates Asset Management Limited (Formerly 360 ONE Asset Management Limited)					
360 ONE Special Opportunities Fund	0.5960	-	-	18,60,518.129	29.44
360 ONE Special Opportunities Fund - Series 5 (previous year face value ₹ 2.8480 /unit)	0.7381	20,59,061.861	8.14	20,59,061.861	107.49
360 ONE Special Opportunities Fund - Series 7 (previous year face value ₹ 5.2110 /unit)	2.5874	9,72,433.108	29.84	9,72,433.108	109.83
<b>Subtotal</b>			<b>37.98</b>		<b>246.76</b>
<b>Subtotal (B)</b>			<b>3,266.70</b>		<b>4,031.36</b>
<b>TOTAL (A+B)</b>			<b>3,266.70</b>		<b>5,025.51</b>
<b>Aggregate amount of quoted investments</b>			-		-
<b>Aggregate market value of quoted investments</b>			-		-
<b>Aggregate amount of unquoted investments</b>			<b>3,266.70</b>		<b>5,025.51</b>
<b>Aggregate amount of impairment in value of investments</b>			<b>204.00</b>		<b>204.00</b>

## 15. TRADE RECEIVABLES

Particulars	As at 31st March 2025	As at 31st March 2024
Trade receivables considered good - Secured	540.16	457.72
Trade receivables considered good - Unsecured	2,257.77	2,560.69
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Less: Allowance for doubtful receivables	-	-
	<b>2,797.93</b>	<b>3,018.41</b>

# Notes to the Financial Statements for the year ended 31st March, 2025

## 15.1 Ageing schedule of trade receivables is as below :

(₹ in Lakhs)

As at 31st March, 2025

Particulars	Not Due	Outstanding for following periods from due date of Payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	2,207.74	590.19	-	-	-	-	2,797.93
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
	<b>2,207.74</b>	<b>590.19</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,797.93</b>

As at 31st March, 2024

Particulars	Not Due	Outstanding for following periods from due date of Payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	2,586.61	431.80	-	-	-	-	3,018.41
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
	<b>2,586.61</b>	<b>431.80</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,018.41</b>

15.2 There are no unbilled trade receivables at each reporting date.

15.3 There are no amount receivable from directors and officers of the Company either severally or jointly with any other person. Further, no amount is receivable from firms or private companies respectively in which any director is a partner or a director or a member.

15.4 Refer Note - 26 for information on hypothecation of trade receivables.

15.5 Refer Note - 53.3(a)(i) for disclosure on credit risk.

## Notes to the Financial Statements for the year ended 31st March, 2025

### 16. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Balances with banks		
- in current accounts	457.48	6.07
- in cash credit sub-limit accounts	488.47	113.91
Cash on hand	4.34	3.44
	<b>950.29</b>	<b>123.42</b>

### 17. OTHER BANK BALANCES OTHER THAN NOTE - 16

Particulars	As at 31st March 2025	As at 31st March 2024
Unpaid dividend accounts	176.69	170.70
Fractional bonus share account	0.79	0.79
	<b>177.48</b>	<b>171.49</b>

### 18. OTHER FINANCIAL ASSETS (CURRENT)

Particulars	As at 31st March 2025	As at 31st March 2024
Interest accrued on investments	15.46	101.50
Export incentives receivable	143.99	99.48
Security deposits	30.00	180.00
Advances given to employees	19.37	11.43
Mark to market gain on derivative financial instruments (net)	15.93	-
Other receivables *	28.46	38.35
	<b>253.21</b>	<b>430.76</b>

\* Includes primarily amount receivable against investment income, insurance premium refundable.

### 19. OTHER CURRENT ASSETS

Particulars	As at 31st March 2025	As at 31st March 2024
Advance against supply of goods and services	12.13	115.78
Others		
-Balances with Government authorities [net of provision ₹ 35.07 (previous year ₹ Nil)] - (Refer Note - 2 below)	183.63	125.88
-Prepaid expense	103.11	199.81
-Indirect tax refundable	1.38	33.38
-Other advances	7.06	34.06
	<b>307.31</b>	<b>508.91</b>

1) There are no outstanding debts from directors or other officers of the Company either severally or jointly with any other person. Further, no amount is receivable from firms or private companies respectively in which any director is a partner or a director or a member.

2) Movement of provision in accordance with IND AS - 37 :-

Particulars	As at 31st March 2025	As at 31st March 2024
Balance at the beginning of the year	-	-
Add : Provision during the year	35.07	-
Less : Provision used/reversed during the year	-	-
Balance at the end of the year	<b>35.07</b>	<b>-</b>

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 20. EQUITY SHARE CAPITAL

Particulars	As at 31st March 2025		As at 31st March 2024	
	No. of Shares	Amount	No. of Shares	Amount
<b>Authorised share capital</b>				
Ordinary shares of ₹ 10/- each	70,00,000	700.00	70,00,000	700.00
<b>Issued and subscribed share capital</b>				
Ordinary shares of ₹ 10/- each fully paid up	58,41,875	584.19	60,16,875	601.69
Ordinary shares of ₹ 10/- each not fully paid up and forfeited (amount originally paid up)		0.35		0.35
	<b>58,41,875</b>	<b>584.54</b>	<b>60,16,875</b>	<b>602.04</b>

### a) Reconciliation of the number of ordinary shares at the beginning and at the end of the year

Particulars	As at 31st March 2025		As at 31st March 2024	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	60,16,875	601.69	60,16,875	601.69
Less : Buy-back of shares [Refer Note (f) below]	1,75,000	17.50	-	-
At the end of the year	58,41,875	584.19	60,16,875	601.69

### b) Terms/ rights attached to ordinary shares:

The Company has only one class of ordinary shares having a par value of ₹ 10/- per share. Each holder of ordinary shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupee. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of ordinary shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of ordinary shares held by the shareholders.

### c) Shareholding pattern with respect of Holding Company

Name of shareholders	As at 31st March 2025		As at 31st March 2024	
	No. of Shares	% Holding	No. of Shares	% Holding
Ordinary shares of ₹ 10/- each, fully paid up				
Harsh Investments Private Limited	37,25,053	63.76%	38,27,491	63.61%

### d) Details of shareholders holding more than 5% shares in the Company

Name of shareholders	As at 31st March 2025		As at 31st March 2024	
	No. of Shares	% Holding	No. of Shares	% Holding
Ordinary shares of ₹ 10/- each, fully paid up				
Harsh Investments Private Limited (Holding Company)	37,25,053	63.76%	38,27,491	63.61%
Mr. Harsh Vardhan Kanoria	4,25,621	7.29%	4,44,867	7.39%

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## e) Details of Promoters' shareholding in the Company

Name of Promoter and Promoter Group	% change during the year	As at 31st March 2025		As at 31st March 2024	
		No of Shares	% of Total Shares	No. of Shares	% of Total Shares
Harsh Investments Private Limited (Holding Company) *	0.15%	37,25,053	63.76%	38,27,491	63.61%
Mr. Harsh Vardhan Kanoria *	(0.10)%	4,25,621	7.29%	4,44,867	7.39%
Mrs. Malati Kanoria ^	0.00%	7,345	0.13%	7,546	0.13%
Mr. Utkarsh Kanoria *	0.01%	2,14,523	3.67%	2,20,422	3.66%
Abhyadoot Finance and Investments Private Limited ^	0.00%	543	0.01%	557	0.01%
Cheviot Agro Industries Private Limited ^	0.00%	1,182	0.02%	1,214	0.02%
Cheviot International Limited ^	0.00%	192	0.00%	197	0.00%

\* Change in shareholding is on account of Buy-back of ordinary shares by the Company.

^ Change in shareholding is insignificant in percentage terms on account of Buy-back of ordinary shares by the Company.

As per records of the Company, including its register of shareholders/members as on 31st March, 2025, the above shareholding represents legal ownership of shares.

f) During the year ended 31st March, 2025, the Company had bought back 1,75,000 fully paid-up ordinary shares of face value of ₹ 10/- each at a Buy-back price of ₹ 1,800/- per ordinary share for an aggregate consideration of ₹ 3,150.00 as approved by the Board of Directors at their meeting held on 24th May, 2024. Formalities pertaining to extinguishment of the shares bought back were completed on 5th July, 2024. In accordance with the provisions of the Companies Act, 2013, an amount of ₹ 17.50 (representing the nominal value of the shares bought back) have been transferred from General reserve to Capital redemption reserve and the differential amount of ₹ 3,132.50 with respect to aggregate consideration in excess of face value of the ordinary shares bought back and ₹ 729.75 towards tax on distributed income for Buy-back of ordinary shares have been funded from General reserve. Consequent to such Buy-back, share capital has been reduced by ₹ 17.50.

Further, the Company had bought back 2,00,000 ordinary shares of face value of ₹ 10/- each during the financial year 2020-21 and 2,50,000 ordinary shares of face value of ₹ 10/- each during the financial year 2021-22.

g) No ordinary shares have been reserved for issue under options and contracts/commitments for the sale of shares/disinvestment as at the Balance Sheet date.

h) No securities convertible into equity/preference shares have been issued by the Company during the year.

i) No calls are unpaid by any director or officer of the Company during the year.

## 21. OTHER EQUITY

Particulars	Note Reference	As at 31st March 2025	As at 31st March 2024
Capital reserve	21.1	0.24	0.24
General reserve	21.2	28,873.22	32,752.97
Capital redemption reserve	21.3	92.42	74.92
Retained earnings	21.4	23,981.58	18,407.22
Other comprehensive income reserve	21.5	11,562.57	10,741.05
		<b>64,510.03</b>	<b>61,976.40</b>



# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 21.1 Capital reserve

Particulars	As at 31st March 2025	As at 31st March 2024
Balance at the beginning of the year	0.24	0.24
Add: Changes during the year	-	-
Balance at the end of the year	<b>0.24</b>	<b>0.24</b>

## 21.2 General reserve

Particulars	As at 31st March 2025	As at 31st March 2024
Balance at the beginning of the year	32,752.97	32,752.97
Less: Utilised on Buy-back of ordinary shares [Refer Note 20(f)]	3,132.50	-
Less: Payment of income tax on Buy-back of ordinary shares [Refer Note 20(f)]	729.75	-
Less: Transfer to capital redemption reserve pursuant to Buy-back of ordinary shares [Refer Note 20(f)]	17.50	-
Balance at the end of the year	<b>28,873.22</b>	<b>32,752.97</b>

## 21.3 Capital redemption reserve

Particulars	As at 31st March 2025	As at 31st March 2024
Balance at the beginning of the year	74.92	74.92
Add: Transfer from general reserve pursuant to Buy-back of ordinary shares [Refer Note 20(f)]	17.50	-
Balance at the end of the year	<b>92.42</b>	<b>74.92</b>

## 21.4 Retained earnings

Particulars	As at 31st March 2025	As at 31st March 2024
Balance at the beginning of the year	18,407.22	13,210.68
Add: Profit for the year	5,774.19	6,939.38
Add: Transfer from other comprehensive income - Remeasurements of the defined benefit plans (net of tax)	101.01	(118.28)
Less: Appropriations		
Dividend for F.Y.2023-24, ₹ 5/- per ordinary share (F.Y 2022-23, dividend of ₹ 27/- per ordinary share)	300.84	1,624.56
Balance at the end of the year	<b>23,981.58</b>	<b>18,407.22</b>

## 21.5 Other comprehensive income reserve

Particulars	As at 31st March 2025	As at 31st March 2024
<b>a) Equity instruments through other comprehensive income</b>		
Balance at the beginning of the year	-	-
Add : Change in fair value	606.56	-
Less: Income tax on above	86.74	-
Balance at the end of the year	<b>519.82</b>	-

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
<b>b) Revaluation surplus</b>		
Balance at the beginning of the year (net of deferred tax)	10,741.05	10,640.09
Add : Change during the year (net of deferred tax ₹ 172.16) [Refer Note 5(c)]	1,031.79	-
Less: Impact of deferred tax (due to change in income tax rate / indexation)	730.09	(100.96)
Balance at the end of the year	<b>11,042.75</b>	<b>10,741.05</b>
<b>c) Remeasurements of the defined benefit plans</b>		
Balance at the beginning of the year	-	-
Add: Remeasurement gain/(loss)	134.98	(158.06)
Less: Income tax on above	33.97	(39.78)
Less: Transferred to retained earnings	101.01	(118.28)
Balance at the end of the year	-	-
<b>Total of other comprehensive income reserve (a + b + c)</b>	<b>11,562.57</b>	<b>10,741.05</b>

## Nature and purpose of other equity

### **Capital reserve**

Capital reserve represents capital profits appropriated as per erstwhile Companies Act, 1956 arising on sale of fixed assets during the year ended 30th November, 1985 and 31st March, 1992. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

### **General reserve**

General Reserve represents the reserve created through annual transfer of net profit at a specified percentage in accordance with the provisions of the erstwhile Companies Act, 1956. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn, though the Company may voluntarily transfer such percentage of its profits for the financial year, as it may consider appropriate. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

### **Capital redemption reserve**

Capital redemption reserve represents the reserve created in current and earlier years on account of redemption / Buy-back of cumulative preference share capital and ordinary share capital under the provisions of the Companies Act, 1956/2013. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

### **Retained earnings**

Retained earnings represents the cumulative profits of the Company after appropriation. Retained earnings can be utilised in accordance with the provisions of the Companies Act, 2013.

### **Other comprehensive income reserve**

#### **Equity instruments through other comprehensive income**

This represents the cumulative gains and losses, net of tax, arising on the fair valuation of equity instruments measured at fair value through other comprehensive income. The Company transfers amounts from this reserve to retained earnings when the relevant equity instruments are derecognised.

### **Revaluation surplus**

Revaluation surplus represents the gain/(loss), net of deferred tax, on revaluation of freehold land. The same is not available for distribution to the shareholders.

### **Remeasurements of the defined benefit plans**

Remeasurements of the defined benefit plans comprises actuarial gains and losses and remeasurements of return on plan asset (excluding interest income) which are recognised in other comprehensive income and then immediately transferred to retained earnings.

## **22. LEASE LIABILITIES (NON-CURRENT)**

Particulars	As at 31st March 2025	As at 31st March 2024
Lease liabilities (Refer Note - 50)	133.50	0.04
	<b>133.50</b>	<b>0.04</b>

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 23. PROVISIONS (NON-CURRENT)

Particulars	As at 31st March 2025	As at 31st March 2024
Provision for leave	57.53	59.06
	<b>57.53</b>	<b>59.06</b>

## 24. DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Deferred tax liabilities</b>		
Arising on account of :		
Depreciable assets (including ROU)	590.64	466.71
Fair value gain on financial instruments (net)	626.41	431.74
Mark to market gain on derivative financial instruments (net)	4.01	-
On revaluation of freehold land	1,409.99	507.74
	<b>2,631.05</b>	<b>1,406.19</b>
<b>Deferred tax assets</b>		
Arising on account of :		
Disallowances under the Income Tax Act, 1961	75.76	72.35
Mark to market loss on derivative financial instruments (net)	-	1.33
Deferred revenue grant	3.31	4.03
Lease liabilities	41.65	4.05
	<b>120.72</b>	<b>81.76</b>
<b>Deferred Tax Liabilities (Net)</b>	<b>2,510.33</b>	<b>1,324.43</b>

### 24.1 Movement in deferred tax assets and liabilities during the year ended 31st March, 2024 and 31st March, 2025

Particulars	As at 1st April 2023	Recognised in statement of profit and loss	Recognised in other comprehensive income *	As at 31st March 2024
<b>Deferred tax liabilities</b>				
Arising on account of :				
Depreciable assets (including ROU)	402.95	63.76	-	466.71
Fair value gain on financial instruments (net)	215.95	215.79	-	431.74
On revaluation of freehold land	608.70	-	(100.96)	507.74
	<b>1,227.60</b>	<b>279.55</b>	<b>(100.96)</b>	<b>1,406.19</b>
<b>Deferred tax assets</b>				
Arising on account of :				
Disallowances under the Income Tax Act, 1961	67.78	4.57	-	72.35
Mark to market loss on derivative financial instruments (net)	1.25	0.08	-	1.33
Deferred revenue grant	7.28	(3.25)	-	4.03
Lease liabilities	13.77	(9.72)	-	4.05
	<b>90.08</b>	<b>(8.32)</b>	<b>-</b>	<b>81.76</b>
	<b>1,137.52</b>	<b>287.87</b>	<b>(100.96)</b>	<b>1,324.43</b>

## Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

Particulars	As at 1st April 2024	Recognised in statement of profit and loss	Recognised in other comprehensive income *	As at 31st March 2025
<b>Deferred tax liabilities</b>				
Arising on account of :				
Depreciable assets (including ROU)	466.71	123.93	-	590.64
Fair value gain on financial instruments (net)	431.74	107.93	86.74	626.41
Mark to market gain on derivative financial instruments (net)	-	4.01	-	4.01
On revaluation of freehold land	507.74	-	902.25	1,409.99
	<b>1,406.19</b>	<b>235.87</b>	<b>988.99</b>	<b>2,631.05</b>
<b>Deferred tax assets</b>				
Arising on account of :				
Disallowances under the Income Tax Act, 1961	72.35	3.41	-	75.76
Mark to market loss on derivative financial instruments (net)	1.33	(1.33)	-	-
Deferred revenue grant	4.03	(0.72)	-	3.31
Lease liabilities	4.05	37.60	-	41.65
	<b>81.76</b>	<b>38.96</b>	<b>-</b>	<b>120.72</b>
	<b>1,324.43</b>	<b>196.91</b>	<b>988.99</b>	<b>2,510.33</b>

\* Excludes ₹ 33.97 {F.Y. 2023-24 (₹ 39.78)} being income tax on remeasurements of the defined benefit plans considered as current tax.

### 25. OTHER NON-CURRENT LIABILITIES

Particulars	As at 31st March 2025	As at 31st March 2024
Deferred revenue grant	11.81	13.17
	<b>11.81</b>	<b>13.17</b>

#### 25 (i) Movement of deferred revenue grant

Particulars	As at 31st March 2025	As at 31st March 2024
Balance at the beginning of the year (Non-current and current)	16.03	28.94
Add: Addition during the year	-	-
Less: Reversed during the year	-	-
Less: Released to statement of profit and loss (Refer Note - 33)	2.85	12.91
Balance at the end of the year (Non-current and current)	<b>13.18</b>	<b>16.03</b>
Non-current deferred revenue	<b>11.81</b>	<b>13.17</b>
Current portion of deferred revenue (Refer Note - 30)	<b>1.37</b>	<b>2.86</b>

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 26. BORROWINGS (CURRENT)

Particulars	As at 31st March 2025	As at 31st March 2024
Working capital loan (secured, at amortised cost)		
From Axis Bank Limited:		
- Cash credit	502.80	876.70
	<b>502.80</b>	<b>876.70</b>

### Terms and conditions :

- Cash credit is secured by hypothecation of entire current assets of the Company on first charge basis and all movable fixed assets located at Budge Budge on second charge basis, both present and future. The loan is further secured by mortgage of immovable properties located at Budge Budge on second charge basis.
- Cash credit is repayable on demand and carries interest @ 3 month MCLR (presently 9.30 % p.a.) payable at monthly intervals. ( 31st March, 2024 : 9.35 % p.a.).
- No loans have been guaranteed by the directors of the Company.
- There is no default as on the balance sheet date in the repayment of borrowings and interest thereon.
- The quarterly returns or statements of current assets filed by the Company with bank are in agreement with the books of account.

## 27. LEASE LIABILITIES (CURRENT)

Particulars	As at 31st March 2025	As at 31st March 2024
Lease liabilities (Refer Note - 50)	32.01	16.06
	<b>32.01</b>	<b>16.06</b>

## 28. TRADE PAYABLES

Particulars	As at 31st March 2025	As at 31st March 2024
Total outstanding dues of micro enterprises and small enterprises (Refer Note 44)	4.80	3.18
Total outstanding dues of creditors other than micro enterprises and small enterprises #	765.23	1,047.43
	<b>770.03</b>	<b>1,050.61</b>

# Includes outstanding dues of directors and other related parties of the Company of ₹ 31.50 (31st March, 2024 ₹ 22.50). (Refer Note - 51.2)



# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 28.1 Ageing schedule of trade payable is as below :

As at 31st March, 2025

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues - MSME	2.92	1.88	-	-	-	-	4.80
(ii) Undisputed dues - Others	502.63	258.26	3.49	0.07	0.18	0.60	765.23
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	<b>505.55</b>	<b>260.14</b>	<b>3.49</b>	<b>0.07</b>	<b>0.18</b>	<b>0.60</b>	<b>770.03</b>

As at 31st March, 2024

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues - MSME	1.16	2.02	-	-	-	-	3.18
(ii) Undisputed dues - Others	453.75	587.34	5.32	0.42	0.10	0.50	1,047.43
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	<b>454.91</b>	<b>589.36</b>	<b>5.32</b>	<b>0.42</b>	<b>0.10</b>	<b>0.50</b>	<b>1,050.61</b>

## 29. OTHER FINANCIAL LIABILITIES (CURRENT)

Particulars	As at 31st March 2025	As at 31st March 2024
Interest accrued but not due on borrowings	1.12	-
Unpaid dividends*	176.69	170.70
Fractional bonus share proceeds unclaimed	0.79	0.79
Capital creditors ^	36.12	-
Employee related liabilities #	1,061.38	1,123.81
Mark to market loss on derivative financial instruments (net)	-	5.28
Others @	6.43	14.86
	<b>1,282.53</b>	<b>1,315.44</b>

\* No amounts are due and outstanding to be credited to Investor Education and Protection Fund as on the balance sheet date.

^ Includes outstanding dues of micro enterprises and small enterprises ₹ 25.60 (31st March, 2024 ₹ Nil). (Also refer Note - 44)

# Includes outstanding dues of directors and officers of the Company ₹ 434.18 (31st March, 2024 ₹ 420.84).

@Includes outstanding dues of directors and/or officers of the Company ₹ 3.75 (31st March, 2024 ₹ 9.12).

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 30. OTHER CURRENT LIABILITIES

Particulars	As at 31st March 2025	As at 31st March 2024
Advance from customers	430.17	334.36
Deferred revenue grant (Refer Note - 25(ii))	1.37	2.86
Statutory dues payable	142.27	151.20
Others	2.50	2.50
	<b>576.31</b>	<b>490.92</b>

## 31. PROVISIONS (CURRENT)

Particulars	As at 31st March 2025	As at 31st March 2024
Provision for gratuity (Refer Note - 46.2)	137.79	87.10
Provision for leave	205.16	225.00
	<b>342.95</b>	<b>312.10</b>

## 32. CURRENT TAX LIABILITIES (NET)

Particulars	As at 31st March 2025	As at 31st March 2024
Provision for taxation (net of payments)	13.05	14.57
	<b>13.05</b>	<b>14.57</b>

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 33. REVENUE FROM OPERATIONS

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Sale of products :</b>		
Finished goods (Refer Note - 48)	43,527.65	45,955.44
	<b>43,527.65</b>	<b>45,955.44</b>
<b>Other operating revenues</b>		
Export incentives	305.56	228.43
Income from deferred revenue grant	2.85	12.91
Scrap sale	106.55	76.65
Insurance claims	-	6.87
	<b>414.96</b>	<b>324.86</b>
	<b>43,942.61</b>	<b>46,280.30</b>

## 34. OTHER INCOME

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Interest income #</b>		
On investments	276.68	620.74
On fixed deposits with banks	2.82	5.83
On income tax refund	2.43	49.83
	<b>281.93</b>	<b>676.40</b>
Dividend income from investments measured at FVTPL	3.00	5.82
<b>Other non operating income</b>		
Net gain on fair value changes of investments measured at FVTPL	1,536.90	2,905.05
Net gain on sale of investments	1,052.58	396.89
Profit on sale of property, plant and equipment (net)	21.24	14.11
Profit on sale of an investment property	-	485.09
Liabilities no longer required written back	1.88	3.41
Other non operating income	4.41	13.26
	<b>2,617.01</b>	<b>3,817.81</b>
	<b>2,901.94</b>	<b>4,500.03</b>
<b># Interest income comprises interest from :</b>		
Financial assets measured at amortised cost	149.32	520.04
Other financial assets measured at FVTPL	127.36	100.70
Deposits with banks - carried at amortised cost	2.82	5.83
Interest on income tax refund	2.43	49.83
	<b>281.93</b>	<b>676.40</b>

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 35. COST OF MATERIALS CONSUMED

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Raw jute	23,200.90	25,208.62
Jute / Cotton yarn	118.49	681.22
	<b>23,319.39</b>	<b>25,889.84</b>

## 36. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Opening stock</b>		
Finished goods	3,003.28	2,302.39
Work-in-progress	1,532.88	1,740.52
	<b>4,536.16</b>	<b>4,042.91</b>
<b>Closing stock</b>		
Finished goods	3,485.01	3,003.28
Work-in-progress	1,475.88	1,532.88
	<b>4,960.89</b>	<b>4,536.16</b>
<b>(Increase)/decrease</b>	<b>(424.73)</b>	<b>(493.25)</b>

## 37. EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Salaries, wages and bonus	6,305.23	6,719.45
Contribution to provident and other funds (Refer Note - 46)	916.89	874.76
Staff welfare expenses	70.20	65.15
	<b>7,292.32</b>	<b>7,659.36</b>

## 38. FINANCE COSTS

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Interest expenses		
- On borrowings	15.61	13.76
- On lease liabilities	9.69	2.72
- On others *	0.31	12.88
Other borrowing costs	7.84	7.40
	<b>33.45</b>	<b>36.76</b>

\* Includes interest on income tax ₹ 0.13 (F.Y. 2023-24 ₹ 12.21)

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 39. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
On property, plant and equipment	627.19	621.18
On right of use assets	36.54	36.05
On investment property	-	0.28
On intangible assets	3.19	3.13
	<b>666.92</b>	<b>660.64</b>

## 40. OTHER EXPENSES

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Consumption of stores and spare parts	2,442.82	2672.37
Power and fuel *	1,817.86	2022.56
Processing charges	586.91	865.00
Rent	7.65	5.82
Rates and taxes	40.30	35.20
Repairs to buildings	303.84	279.36
Repairs to machinery	87.37	98.45
Repairs to others	29.80	31.47
Insurance	158.88	198.46
Expenditure towards CSR (Refer Note - 49)	136.13	143.01
Freight and delivery charges	2,081.25	1488.73
Net (gain)/loss on foreign currency transactions and translations (other than considered as finance cost)	25.06	(11.84)
Mark to market (gain)/loss on derivative financial instruments (net)	(15.93)	5.28
Provision for doubtful balances	35.07	-
Property, plant & equipment and other intangible assets written off	0.41	3.92
Directors' sitting fees and commission	36.70	26.70
Payments to auditors (refer note below)	17.13	12.53
Miscellaneous expenses	655.58	659.60
	<b>8,446.83</b>	<b>8,536.62</b>
Payments to auditors :		
(a) for audit services	11.00	7.75
(b) for other services	5.37	4.40
(c) for reimbursement of expenses	0.76	0.38
	<b>17.13</b>	<b>12.53</b>

\* Net of revenue grant received amounting to ₹ 14.68 (F.Y. 2023-24 ₹ 12.83).



# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 41. TAX EXPENSE

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>A. Amount recognised in profit and loss</b>		
<b>Current Tax</b>		
Income tax for the year	1,541.00	1,268.00
Income tax related to earlier years (net)	(1.73)	(4.89)
<b>Total current tax</b>	<b>1,539.27</b>	<b>1,263.11</b>
<b>Deferred tax</b>		
Deferred tax for the year	196.91	287.87
<b>Total deferred tax</b>	<b>196.91</b>	<b>287.87</b>
	<b>1,736.18</b>	<b>1,550.98</b>
<b>B. Amount recognised in other comprehensive income</b>		
The tax (charge)/credit arising on income and expenses recognised in other comprehensive income is as follows:		
<b>On items that will not be reclassified to profit or loss</b>		
(i) Relating to revaluation surplus		
Current tax	-	-
Deferred tax	(902.25)	100.96
(ii) Remeasurements of the defined benefit plans		
Current tax	(33.97)	39.78
Deferred tax	-	-
(iii) Equity instruments through other comprehensive income		
Current tax	-	-
Deferred tax	(86.74)	-
	<b>(1,022.96)</b>	<b>140.74</b>

### 41.1 Reconciliation of estimated income tax expense at Indian statutory income tax rate to income tax expense reported in statement of profit and loss :

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Profit before tax	7,510.37	8,490.36
Indian statutory income tax rate	25.168%	25.168%
Estimated income tax expense	<b>1,890.21</b>	<b>2,136.85</b>
<b>Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:</b>		
Income exempt from tax	(27.67)	(113.60)
Deduction under Chapter VIA of the Income Tax Act, 1961	-	(1.09)
Expenses disallowed or considered separately	39.63	54.54
Income taxable at special rates	(165.78)	(523.48)
Income tax related to earlier years (net)	(1.73)	(4.89)
Others	1.52	2.65
<b>Total tax effect</b>	<b>(154.03)</b>	<b>(585.87)</b>
<b>Tax expense recognised in statement of profit and loss</b>	<b>1,736.18</b>	<b>1,550.98</b>

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 42. EARNINGS PER EQUITY SHARE

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Profit as per statement of profit and loss attributable to shareholders (a)	5,774.19	6,939.38
Weighted average number of ordinary shares * (in number) (b)	58,87,423	60,16,875
Basic and diluted earnings per share (a/b) (nominal value - ₹ 10/- per share) (in ₹)	98.08	115.33

\* Weighted average number of ordinary shares takes into account the weighted average effect of change in number of ordinary shares due to Buy-back of shares during the year ended 31st March, 2025.

## 43 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

### 43.1 Contingent Liabilities :

Claims against the Company not acknowledged as debts :

Particulars	As at 31st March 2025	As at 31st March 2024
Income tax in dispute and under appeal (Against this ₹ 132.60 (31st March, 2024 ₹ 35.84) has been deposited/ adjusted against refund)	219.50	248.52

### 43.2 Capital and other commitments :

Particulars	As at 31st March 2025	As at 31st March 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) :		
Against property, plant and equipment	705.00	109.18
Undrawn capital commitment against investments	591.00	825.00

## 44. DETAILS OF DUES TO MICRO ENTERPRISES AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED ACT, 2006 INCLUDED IN TRADE PAYABLES

Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006, to the extent ascertained and as per notification number GSR 679 (E) dated 4th September, 2015

Particulars	As at 31st March 2025	As at 31st March 2024
i) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year.	30.40	3.18
- Towards principal amount	30.40	3.18
- Towards interest on above	-	-
ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 45. DIVIDEND

The Board of Directors at its meeting held on 26th May, 2025 have recommended dividend of ₹ 5/- (F.Y. 2023-24 ₹ 5/-) per ordinary share on 58,41,875 ordinary shares of face value of ₹ 10/- each amounting to ₹ 292.09 for the financial year ended 31st March, 2025.

The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

## 46 DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD - 19 'EMPLOYEE BENEFITS' :-

### 46.1 Defined Contribution Plans:

The Company has during the year recognised an expense of ₹ 644.12 (F.Y. 2023-24 ₹ 641.11) towards defined contribution plans. Out of the total contribution, made for employees' provident fund, a sum of ₹ 91.23 (F.Y. 2023-24 ₹ 101.09) has been made to Cheviot Company Limited Employees' Provident Fund while the remaining contribution has been made to the provident fund plan operated by the Regional Provident Fund Commissioner. During the year, the Company has voluntarily surrendered its exemption granted by the Central Provident Fund Commissioner under section 17(1)(a) of The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 w.r.t. Cheviot Company Limited Employees' Provident Fund and started complying as an un-exempted establishment with effect from 1st January 2025. Accordingly, the entire past accumulations including interest thereon up to 31st December 2024 was transferred to the Employees' Provident Fund Organisation (EPFO) within the stipulated time. The Company does not envisage any shortfall in its obligation towards the interest payable by the Trust at the notified interest rate for the current and/or earlier periods.

### 46.2 Defined Benefit Plans:

#### Gratuity Plan

This is a funded defined benefit plans for qualifying employees. The Company makes contributions to the Cheviot Company Limited Employees' Gratuity Trust Fund. Gratuity is payable to all eligible employees of the Company on superannuation, death, permanent disablement and on resignation/termination of employment in terms of the provisions of the Payment of Gratuity Act or as per the Company's rule, whichever is more beneficial to the employee.

#### a) Risk Exposure

Defined benefit plans expose the Company to actuarial risks such as: Interest rate risk, Salary risk and Demographic risk.

- Interest rate risk:** The defined benefit obligation calculated uses a discount rate based on government bonds. If the bond yield falls, the defined benefit obligation will tend to increase.
- Salary risk:** Higher than expected increase in salary will increase the defined benefit obligation.
- Demographic risk:** This is the risk of variability of results due to unsystematic nature of decrements that includes mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefits obligations is not straight forward and depends on the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis, the retirement benefit of the short service employee typically costs less per year as compared to a long service employee.

#### b. Changes in present value of obligation

Particulars	Gratuity (Funded)	
	For the year ended 31st March 2025	For the year ended 31st March 2024
Defined benefit obligation at the beginning of the year	3,168.37	2,644.26
Current service cost	269.68	247.10
Interest cost on defined benefit obligation	216.87	191.71
Actuarial gain and losses arising from		
- Changes in demographic assumptions	-	-
- Changes in financial assumptions	148.11	42.65
- Experience adjustment	(242.33)	230.91
Benefits paid	(227.70)	(188.26)
Present value of defined benefit obligation at the end of the year	<b>3,333.00</b>	<b>3,168.37</b>

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## c) Changes in fair value of the plan assets

Particulars	Gratuity (Funded)	
	For the year ended 31st March 2025	For the year ended 31st March 2024
Fair value of plan assets at the beginning of the year	3,081.27	2,898.87
Interest income on plan assets	213.78	205.16
Actuarial gain through other comprehensive income	40.76	115.50
Employer contributions to the plan	87.10	50.00
Benefits paid from the plan assets	(227.70)	(188.26)
Fair value of plan assets at the end of the year	<b>3,195.21</b>	<b>3,081.27</b>

## d) Net liability recognised in the Balance Sheet

Particulars	Gratuity (Funded)	
	As at 31st March 2025	As at 31st March 2024
Present value of defined benefit obligation	3,333.00	3,168.37
Fair value of plan assets	3,195.21	3,081.27
Net liability recognised in the Balance Sheet	<b>137.79</b>	<b>87.10</b>

## e) Expenses recognised in statement of profit and loss

Particulars	Gratuity (Funded)	
	For the year ended 31st March 2025	For the year ended 31st March 2024
Current service cost	269.68	247.10
Interest cost	216.87	191.71
Interest income on plan assets	(213.78)	(205.16)
Total expenses recognised in statement of profit and loss	<b>272.77</b>	<b>233.65</b>

## f) Remeasurements recognised in other comprehensive income

Particulars	Gratuity (Funded)	
	For the year ended 31st March 2025	For the year ended 31st March 2024
Remeasurement (gain)/loss in other comprehensive income due to		
- Changes in demographic assumptions	-	-
- Changes in financial assumptions	148.11	42.65
- Experience adjustment	(242.33)	230.91
- Return on plan assets (excluding interest)	(40.76)	(115.50)
	<b>(134.98)</b>	<b>158.06</b>

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## g) Composition of plan assets

Particulars	Gratuity (Funded)	
	As at 31st March 2025	As at 31st March 2024
Government of India/ Government of India guaranteed securities	11.47%	11.71%
State Government/ State Government guaranteed securities	35.41%	37.63%
Bonds	32.32%	30.89%
Units of equity linked scheme of mutual fund	18.64%	16.98%
Cash at bank and receivables (net)	2.16%	2.79%
	<b>100.00%</b>	<b>100.00%</b>

## h) Actuarial Assumptions

Particulars	Gratuity (Funded)	
	As at 31st March 2025	As at 31st March 2024
<b>Financial Assumptions</b>		
Discount rate	6.61%	7.10%
Salary escalation rate	7.50%	7.50%
<b>Demographic Assumptions</b>		
Mortality rate	IALM (2012-14) Table Ultimate	IALM (2012-14) Table Ultimate
Withdrawal rate	1% to 8%	1% to 8%
Retirement age	55-72 years	55-72 years

- i) The estimates of future salary increase considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- j) At 31st March, 2025, the weighted average duration of the defined benefit obligation was 4.55 years (31st March, 2024 - 4.14 years). The distribution of the timing of benefits payment i.e., the maturity analysis of the benefit payments is as follows:

Particulars	Gratuity (Funded)
Expected benefits payment for the year ending on	
31st March 2026	145.33
31st March 2027	633.93
31st March 2028	264.64
31st March 2029	133.95
31st March 2030	116.07
31st March 2031 to 31st March 2035	756.67

- k) The Company expects to contribute ₹ 137.79 to its gratuity fund in F.Y. 2025-26.

## l) Sensitivity Analysis

The sensitivity analysis below have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.



## Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have changed the present value of defined benefit obligation (DBO) to the amounts shown below:

Particulars	Gratuity (Funded)	
	As at 31st March 2025	As at 31st March 2024
DBO under base scenario	3,333.00	3,168.37
DBO due to 1% increase in discount rate	3,054.32	2,941.16
DBO due to 1% decrease in discount rate	3,626.00	3,427.26
DBO due to 1% increase in salary escalation rate	3,619.93	3,422.57
DBO due to 1% decrease in salary escalation rate	3,054.39	2,941.08
DBO due to 1% increase in withdrawal rate	3,298.81	3,157.59
DBO due to 1% decrease in withdrawal rate	3,342.00	3,177.92

### 47. SEGMENT REPORTING

#### 47.1 Segment information

Operating segments are reported in a manner consistent with the internal reporting to the chief operating decision maker (CODM). The Chief Executive Officer of the Company being the CODM, assesses the financial performance and position of the Company and makes strategic decisions. The CODM primarily uses earnings before interest, tax, depreciation and amortisation (EBITDA) as performance measure to assess the performance of the operating segments. However, the CODM also receives information about the segment revenues, segment assets and segment liabilities on regular basis.

#### 47.2 Description of Segment

The Company is engaged in a single business segment i.e. manufacturing and sale of jute goods. Hence, disclosure requirements as required by Ind AS -108 are not applicable in respect of business segment.

#### 47.3 The geographical segments considered for disclosure are as under:

Particulars	For the year ended 31st March 2025			For the year ended 31st March 2024		
	Within India	Outside India	Total	Within India	Outside India	Total
Revenue*	24,566.59	18,961.06	43,527.65	31,179.42	14,776.02	45,955.44
Non-current assets other than financial instruments **	23,452.69	-	23,452.69	21,043.80	-	21,043.80

\* Revenue outside India includes USA ₹ 6,658.06 (F.Y. 2023-24 ₹ 4,404.80)

\*\* Non-current assets other than financial instruments include property, plant and equipment, capital work-in-progress, right of use assets, investment property, other intangible assets, intangible assets under development, non-current tax assets (net) and other non-current assets.

#### 47.4 Extent of reliance on major customer

Revenue from a government agency amounting to ₹ 18,343.00 (42.14% of total revenue); F.Y. 2023-24 ₹ 21,781.90 (47.40% of total revenue) has arisen on sale of jute bags within India.

### 48 DISCLOSURES PURSUANT TO IND AS - 115

**48.1 Nature of goods and services :** The Company is engaged in the manufacturing and sale of jute products and the same is only reportable segment of the Company.

## Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

**48.2 Disaggregation of revenue :** In the following table, revenue is disaggregated by primary geographical market, major products lines and timing of revenue recognition, etc :

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>A. Primary geographical markets</b>		
Within India	24,566.59	31,179.42
Outside India	18,961.06	14,776.02
<b>Total</b>	<b>43,527.65</b>	<b>45,955.44</b>
<b>B. Major products</b>		
Jute products	43,527.65	45,955.44
<b>Total</b>	<b>43,527.65</b>	<b>45,955.44</b>

C. The Company recognises revenue at a point in time. The contract with customers are of short term duration and all sales are direct to customers.

**48.3 Contract balances:** The following table provides information about receivables, contract assets and contract liabilities from contract with customers:

Particulars	As at 31st March 2025	As at 31st March 2024
Receivables, which are included in 'Trade receivables' (Refer Note - 15)	2,797.93	3,018.41
Contract assets	-	-
Contract liabilities (Refer Note - 30)	430.17	334.36
<b>Total (Assets - Liabilities)</b>	<b>2,367.76</b>	<b>2,684.05</b>

**48.4 Other information :**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
(i) Transaction price allocated to the remaining performance obligations	Nil	Nil
(ii) The amount of revenue recognised in the current year that was included in the opening contract liability balance (net of refund)	334.13	60.79
(iii) The amount of revenue recognised in the current year from performance obligations satisfied (or partially satisfied) in previous years	Nil	Nil
(iv) Performance obligations	The Company satisfy the performance obligation on shipment / delivery.	The Company satisfy the performance obligation on shipment / delivery.
(v) Significant payment terms	The amounts receivable from customers become due after expiry of credit period which on an average is less than 30 days. There is no significant financing component in any transaction with the customers.	The amounts receivable from customers become due after expiry of credit period which on an average is less than 30 days. There is no significant financing component in any transaction with the customers.

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 49 DISCLOSURES OF CORPORATE SOCIAL RESPONSIBILITY (CSR) :-

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
(i) Amount required to be spent by the company during the year	135.95	142.52
(ii) Amount of expenditure incurred on:		
(a) Construction/acquisition of any asset	-	-
(b) On other purposes other than (a) above (Refer Note - 40)	136.13	143.01
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
(v) Reason for shortfall	Not applicable	Not applicable
(vi) Nature of CSR activities	Education, measures for reducing inequalities faced by socially and economically backward groups, Nationally Recognised Sports, Benefit of armed forces dependents.	Education, Healthcare, Nationally Recognised Sports, Benefit of armed forces dependents, Animal welfare
(vii) Related party transaction as per Ind AS 24 in relation to CSR expenditure	-	-
(viii) Provision made	-	-

## 50 LEASES

- I. The Company has factory land located at Falta SEZ on operating lease which has been renewed for a period of five years commencing from August, 2024 on fixed rental basis which can be further renewed at the end of lease period. In addition to the above, the Company has another leasehold land under finance lease arrangements for term of 99 years.

The changes in the carrying value of right of use assets for the year ended 31st March, 2025 are disclosed in Note 6.

- II. Expenses recognised in the Statement of Profit and Loss:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Rent</b>		
Expense relating to short-term leases	5.28	5.28
Expense relating to low value leases	2.37	0.54
<b>Finance cost</b>		
Interest expense on lease liabilities	9.69	2.72
<b>Depreciation and impairment losses</b>		
Depreciation of right-of-use assets	36.54	36.05

Total cash outflow for leases of right of use (ROU) assets for the year ended 31st March, 2025 is ₹ 43.77 ( 31st March, 2024 ₹ 41.36)

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## III. Contractual maturities of lease liabilities:

As per the requirement of Ind AS-107, maturity analysis of lease liabilities have been shown under maturity analysis for financial liabilities under Liquidity risk (Refer Note 53.3(b)(i)). The below table provides details regarding the contractual maturities of lease liabilities on undiscounted basis:

Particulars	As at 31st March 2025	As at 31st March 2024
Within one year	45.32	16.18
After one year but not more than five years	153.69	-
More than five years	1.63	1.63
	<b>200.64</b>	<b>17.81</b>

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligation related to lease liabilities as and when they fall due.

## IV. The weighted average incremental borrowing rate of 9.35 % p.a. (F.Y 2023-24 - 9.00 % p.a.) has been applied to lease liabilities recognised in the balance sheet.

## 51 RELATED PARTY DISCLOSURES PURSUANT TO IND AS - 24

### 51.1 List of relationships:

#### a) Holding Company

Harsh Investments Private Limited (HIPL)

#### b) Key Management Personnel

Mr. Harsh Vardhan Kanoria, Chairman & Managing Director, Chief Executive Officer

Mr. Abhishek Murarka, Wholetime Director (w.e.f 25.05.2023)

Mr. Utkarsh Kanoria, Wholetime Director

Mr. Navin Nayar, Independent Director (Tenure completed on 31.03.2024)

Mr. Padam Kumar Khaitan, Independent Director (Tenure completed on 31.03.2024)

Mrs. Rashmi Prashad, Independent Director

Mr. Sushil Kumar Dhandhanania, Independent Director (Tenure completed on 31.03.2024)

Mr. Deo Kishan Mohta, Independent Director (w.e.f 01.04.2024)

Mr. Siddharth Jhaharia, Independent Director (w.e.f 01.04.2024)

Mr. Sutirtha Bhattacharya, Independent Director (w.e.f 01.04.2024)

Mrs. Malati Kanoria, Non-executive Director

#### c) Relatives of Key Management Personnel

Mrs. Saroj Mohta (Wife of Mr. Deo Kishan Mohta)

#### d) Entities over which Key Management Personnel and relatives of Key Management Personnel have control / significant influence

Abhyadoot Finance and Investments Private Limited (AFIPL)

Bright and Shine Micro Products LLP (formerly known as Bright and Shine Micro Products Private Limited) (BSMP-LLP)

Cheviot Agro Industries Private Limited (CAIPL)

Cheviot International Limited (CIL)

Elite (India) Private Limited (EIPL)

Khaitan and Company LLP

Salarpuria Jajodia & Co

#### e) Post-employment benefit plan entities

Cheviot Company Limited Employees' Gratuity Trust Fund

Cheviot Company Limited Employees' Provident Fund

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 51.2 Transactions carried out during the year :

Transactions / Nature of Relationship	For the year ended 31st March, 2025						For the year ended 31st March, 2024					
	Holding Company	Key Management Personnel	Relatives of Key Management Personnel	Entities over which Key Management Personnel and relatives of Key Management Personnel have control / significant influence	Post-employment benefit plan entities	Total	Holding Company	Key Management Personnel	Relatives of Key Management Personnel	Entities over which Key Management Personnel and relatives of Key Management Personnel have control / significant influence	Post-employment benefit plan entities	Total
Rendering of services	0.48	-	-	0.18	-	0.66	0.48	-	-	0.12	-	0.60
CAIPL	-	-	-	0.12	-	0.12	-	-	-	0.12	-	0.12
HIPL	0.48	-	-	-	-	0.48	0.48	-	-	-	-	0.48
EIPL	-	-	-	0.06	-	0.06	-	-	-	-	-	-
Receiving of services *	-	546.75	-	0.13	-	546.88	-	523.77	-	3.00	-	526.77
Mr. Harsh Vardhan Kanoria	-	246.44	-	-	-	246.44	-	239.39	-	-	-	239.39
Mr. Utkarsh Kanoria	-	243.55	-	-	-	243.55	-	239.63	-	-	-	239.63
Mr. Abhishek Murarka	-	56.76	-	-	-	56.76	-	44.75	-	-	-	44.75
Khaitan and Company LLP	-	-	-	-	-	-	-	-	-	3.00	-	3.00
Salarpuria Jajodia & Co	-	-	-	0.13	-	0.13	-	-	-	-	-	-
Deposit received	-	0.27	-	-	-	0.27	-	0.99	-	-	-	0.99
Mr. Abhishek Murarka	-	0.27	-	-	-	0.27	-	0.99	-	-	-	0.99
Deposit refund	-	6.30	-	-	-	6.30	-	-	-	-	-	-
Mr. Abhishek Murarka	-	6.30	-	-	-	6.30	-	-	-	-	-	-
Commission to non-executive/ independent directors	-	35.00	-	-	-	35.00	-	25.00	-	-	-	25.00
Mr. Navin Nayar	-	-	-	-	-	-	-	5.00	-	-	-	5.00
Mr. Padam Kumar Khaitan	-	-	-	-	-	-	-	5.00	-	-	-	5.00
Mrs. Rashmi Prashad	-	7.00	-	-	-	7.00	-	5.00	-	-	-	5.00
Mr. Sushil Kumar Dhandhania	-	-	-	-	-	-	-	5.00	-	-	-	5.00
Mrs. Malati Kanoria	-	7.00	-	-	-	7.00	-	5.00	-	-	-	5.00
Mr. Deo Kishan Mohta	-	7.00	-	-	-	7.00	-	-	-	-	-	-
Mr. Siddharth Jhaharia	-	7.00	-	-	-	7.00	-	-	-	-	-	-
Mr. Sutirtha Bhattacharya	-	7.00	-	-	-	7.00	-	-	-	-	-	-



# Notes to the Financial Statements for the year ended 31st March, 2025

## 51.2 Transactions carried out during the year : (contd.)

(₹ in Lakhs)

Transactions / Nature of Relationship	For the year ended 31st March, 2025						For the year ended 31st March, 2024					
	Holding Company	Key Management Personnel	Relatives of Key Management Personnel	Entities over which Key Management Personnel and relatives of Key Management Personnel have control / significant influence	Post-employment benefit plan entities	Total	Holding Company	Key Management Personnel	Relatives of Key Management Personnel	Entities over which Key Management Personnel and relatives of Key Management Personnel have control / significant influence	Post-employment benefit plan entities	Total
<b>Sitting fees paid to non-executive/ independent directors</b>	-	1.70	-	-	-	1.70	-	1.70	-	-	-	1.70
Mr. Navin Nayar	-	-	-	-	-	-	-	0.40	-	-	-	0.40
Mr. Padam Kumar Khaitan	-	-	-	-	-	-	-	0.30	-	-	-	0.30
Mrs. Rashmi Prashad	-	0.30	-	-	-	0.30	-	0.20	-	-	-	0.20
Mr. Sushil Kumar Dhandhan	-	-	-	-	-	-	-	0.40	-	-	-	0.40
Mrs. Malati Kanoria	-	0.30	-	-	-	0.30	-	0.40	-	-	-	0.40
Mr. Deo Kishan Moha	-	0.40	-	-	-	0.40	-	-	-	-	-	-
Mr. Siddharth Jhajharia	-	0.30	-	-	-	0.30	-	-	-	-	-	-
Mr. Sutirtha Bhattacharya	-	0.40	-	-	-	0.40	-	-	-	-	-	-
<b>Dividend paid</b>	191.37	33.65	0.01	0.10	-	225.13	1,033.42	181.66	-	0.53	-	1,215.61
HIPL	191.37	-	-	-	-	191.37	1,033.42	-	-	-	-	1,033.42
Mr. Harsh Vardhan Kanoria	-	22.24	-	-	-	22.24	-	120.11	-	-	-	120.11
Mrs. Malati Kanoria	-	0.38	-	-	-	0.38	-	2.04	-	-	-	2.04
Mr. Utkarsh Kanoria	-	11.02	-	-	-	11.02	-	59.51	-	-	-	59.51
Others	-	0.01	0.01	0.10	-	0.12	-	-	-	0.53	-	0.53
<b>Buy-back of Shares</b>	1,843.88	456.54	0.09	0.92	-	2,301.43	-	-	-	-	-	-
HIPL	1,843.88	-	-	-	-	1,843.88	-	-	-	-	-	-
Mr. Harsh Vardhan Kanoria	-	346.43	-	-	-	346.43	-	-	-	-	-	-
Mrs. Malati Kanoria	-	3.62	-	-	-	3.62	-	-	-	-	-	-
Mr. Utkarsh Kanoria	-	106.18	-	-	-	106.18	-	-	-	-	-	-
Others	-	0.31	0.09	0.92	-	1.32	-	-	-	-	-	-
<b>Contributions made (including Employees' share and contribution)</b>	-	-	-	-	490.95	490.95	-	-	-	-	671.91	671.91
Cheviot Company Limited Employees' Gratuity Trust Fund	-	-	-	-	87.10	87.10	-	-	-	-	50.00	50.00
Cheviot Company Limited Employees' Provident Fund	-	-	-	-	403.85	403.85	-	-	-	-	621.91	621.91

# Notes to the Financial Statements for the year ended 31st March, 2025

## 51.2 Transactions carried out during the year : (contd.)

(₹ in Lakhs)

Transactions / Nature of Relationship	For the year ended 31st March, 2025						For the year ended 31st March, 2024					
	Holding Company	Key Management Personnel	Relatives of Key Management Personnel	Entities over which Key Management Personnel and relatives of Key Management Personnel have control / significant influence	Post-employment benefit plan entities	Total	Holding Company	Key Management Personnel	Relatives of Key Management Personnel	Entities over which Key Management Personnel and relatives of Key Management Personnel have control / significant influence	Post-employment benefit plan entities	Total
Outstanding against receiving of services	-	432.50	-	-	-	432.50	-	419.00	-	-	-	419.00
Mr. Harsh Vardhan Kanoria	-	207.00	-	-	-	207.00	-	203.00	-	-	-	203.00
Mr. Utkarsh Kanoria	-	207.00	-	-	-	207.00	-	203.00	-	-	-	203.00
Mr. Abhishek Murarka	-	18.50	-	-	-	18.50	-	13.00	-	-	-	13.00
Outstanding deposit	-	-	-	-	-	-	-	6.03	-	-	-	6.03
Mr. Abhishek Murarka	-	-	-	-	-	-	-	6.03	-	-	-	6.03
Outstanding against commission to non-executive/ independent directors	-	31.50	-	-	-	31.50	-	22.50	-	-	-	22.50
Mr. Navin Nayar	-	-	-	-	-	-	-	4.50	-	-	-	4.50
Mr. Padam Kumar Khaitan	-	-	-	-	-	-	-	4.50	-	-	-	4.50
Mrs. Rashmi Prashad	-	6.30	-	-	-	6.30	-	4.50	-	-	-	4.50
Mr. Sushil Kumar Dhandhaniah	-	-	-	-	-	-	-	4.50	-	-	-	4.50
Mrs. Malati Kanoria	-	6.30	-	-	-	6.30	-	4.50	-	-	-	4.50
Mr. Deo Kishan Mohta	-	6.30	-	-	-	6.30	-	-	-	-	-	-
Mr. Siddharth Jhajharia	-	6.30	-	-	-	6.30	-	-	-	-	-	-
Mr. Sutirtha Bhattacharya	-	6.30	-	-	-	6.30	-	-	-	-	-	-
Outstanding against Post employment benefit entities	-	-	-	-	-	-	-	-	-	-	51.68	51.68
Cheviot Company Limited Employees' Provident Fund	-	-	-	-	-	-	-	-	-	-	51.68	51.68

\* includes commission to Mr. Harsh Vardhan Kanoria - ₹ 207.00 (F.Y. 2023-24 ₹ 203.00), Mr. Utkarsh Kanoria - ₹ 207.00 (F.Y. 2023-24 ₹ 203.00) and Mr. Abhishek Murarka - ₹ 18.50 (F.Y. 2023-24 ₹ 13.00).

There being no doubtful debts, no provision has been made and no expenses has been recognised in respect of bad and doubtful debts during the current/ previous year in respect of related party transactions.

## 51.3 Key Management Personnel Compensation:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Short-term employee benefits	540.09	517.58
Post-employment benefits	6.66	6.19
Long-term employee benefits	-	-
Commission to non-executive/ independent directors	35.00	25.00
Sitting fees to non-executive/ independent directors	1.70	1.70
	<b>583.45</b>	<b>550.47</b>

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 52 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the ordinary shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value.

As at 31st March, 2025 and 31st March, 2024, the Company has only one class of ordinary shares and has low debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for distribution as dividend or re-investment into business based on its long term financial plans.

## 53 DISCLOSURE ON FINANCIAL INSTRUMENTS

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of material accounting policies including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial assets, financial liabilities and derivative financial instruments are disclosed in Note 3.10 to the financial statements.

### 53.1 Financial Assets and Liabilities (Non-current and current)

Particulars	As at 31st March 2025			As at 31st March 2024		
	Fair value through statement of profit and loss	Fair value through other comprehensive income	Amortised cost	Fair value through statement of profit and loss	Fair value through other comprehensive income	Amortised cost
<b>Financial assets</b>						
Investments						
- Equity instruments	-	4,056.45	-	-	0.32	-
- Preference shares *	-	-	-	-	-	-
- Mutual funds	25,291.94	-	-	25,628.83	-	-
- Alternative investments funds	1,281.92	-	-	1,278.06	-	-
- Debentures or bonds	-	-	449.45	-	-	5,168.09
Trade receivables	-	-	2,797.93	-	-	3,018.41
Cash and cash equivalents	-	-	950.29	-	-	123.42
Other bank balances	-	-	177.48	-	-	171.49
Other financial assets						
- Interest accrued on investments	-	-	15.46	-	-	101.50
- Export incentives receivable	-	-	143.99	-	-	99.48
- Mark to market gain on derivative financial instruments (net)	15.93	-	-	-	-	-
- Other deposits, advances & receivables	-	-	90.78	-	-	245.10
<b>Total financial assets</b>	<b>26,589.79</b>	<b>4,056.45</b>	<b>4,625.38</b>	<b>26,906.89</b>	<b>0.32</b>	<b>8,927.49</b>

\* investment in preference shares is net of impairment.

## Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

Particulars	As at 31st March 2025			As at 31st March 2024		
	Fair value through statement of profit and loss	Fair value through other comprehensive income	Amortised cost	Fair value through statement of profit and loss	Fair value through other comprehensive income	Amortised cost
<b>Financial liabilities</b>						
Borrowings	-	-	502.80	-	-	876.70
Lease liabilities	-	-	165.51	-	-	16.10
Trade payables	-	-	770.03	-	-	1,050.61
Other financial liabilities						
- Interest accrued but not due on borrowings	-	-	1.12	-	-	-
- Unpaid dividends	-	-	176.69	-	-	170.70
- Fractional bonus share proceeds unclaimed	-	-	0.79	-	-	0.79
- Capital creditors	-	-	36.12	-	-	-
- Employee related liabilities	-	-	1,061.38	-	-	1,123.81
- Mark to market loss on derivative financial instruments (net)	-	-	-	5.28	-	-
- Security deposits and others	-	-	6.43	-	-	14.86
<b>Total financial liabilities</b>	-	-	<b>2,720.87</b>	<b>5.28</b>	-	<b>3,253.57</b>

The fair value of investments measured at amortised cost is as under:

Particulars	As at 31st March 2025		As at 31st March 2024	
	Amortised cost	Fair value	Amortised cost	Fair value
Preference shares *	-	-	-	-
Debentures or bonds	449.45	479.14	5,168.09	5,951.16

\* Investment in preference shares is net of impairment.

The management has assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, short term borrowings and other current financial assets and financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The management has assessed that the fair value of floating rate instruments approximate their carrying value.

### 53.2 Fair value Hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

**Level 1:** Quoted prices (unadjusted) in active market for identical assets or liabilities. The mutual fund / alternative investment fund are valued using the quoted price/closing net asset value.

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

**Level 2:** Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2. The fair value of all debentures or bonds which are not actively traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date. The valuation of unquoted equity share is valued using valuation techniques considering the observable market inputs. Derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the market place.

**Level 3:** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty. The fair value of short-term financial assets and liabilities is considered to be approximately equal to its carrying value due to their short term nature. Costs of unquoted equity instruments has been considered as an appropriate estimate of fair value where most recent information to measure fair value is insufficient or if there is a wide range of possible fair value measurements.

Particulars	As at 31st March 2025			As at 31st March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial assets</b>						
<b>(i) Measured at fair value through profit or loss</b>						
Investments						
- Mutual funds	25,291.94	-	-	25,628.83	-	-
- Alternative investments funds	1,281.92	-	-	1,278.06	-	-
Other financial assets						
- Mark to market gain on derivative financial instruments (net)	-	15.93	-	-	-	-
<b>Subtotal</b>	<b>26,573.86</b>	<b>15.93</b>	<b>-</b>	<b>26,906.89</b>	<b>-</b>	<b>-</b>
<b>(ii) Measured at fair value through other comprehensive income</b>						
Investments						
- Equity instruments	1,708.63	2,347.50	0.32	-	-	0.32
<b>Subtotal</b>	<b>1,708.63</b>	<b>2,347.50</b>	<b>0.32</b>	<b>-</b>	<b>-</b>	<b>0.32</b>
<b>Total financial assets</b>	<b>28,282.49</b>	<b>2,363.43</b>	<b>0.32</b>	<b>26,906.89</b>	<b>-</b>	<b>0.32</b>
<b>Financial liabilities</b>						
<b>Measured at fair value through profit or loss</b>						
Other financial liabilities						
- Mark to market loss on derivative financial instruments (net)	-	-	-	-	5.28	-
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5.28</b>	<b>-</b>

There were no transfers between Level 1, Level 2 and Level 3 during the year.



## Notes to the Financial Statements for the year ended 31st March, 2025

### 53.3 Financial Risk Management

The Company has a risk management policy which covers risk associated with the financial assets and liabilities. The risk management policy is approved by the Directors. The different types of risk impacting the fair value of financial instruments are as below:

#### a) Credit Risk

The credit risk is the risk of financial loss arising from counter party failing to discharge an obligation. The credit risk is controlled by analysing credit limits and credit worthiness of customers on continuous basis to whom the credit has been granted, after obtaining necessary approvals for credit.

##### i) Trade Receivable

Customer credit risk is managed by the Company subject to Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and major customers are generally from government agencies and in respect of export debtors, terms of shipment is either cash against document or 100% advance against proof of shipments or backed by letter of credit / ECGC coverage. Thus, based on past trends, the Company does not foresee any losses in expected credit loss (ECL). The maximum exposure to credit risk at the reporting date is the carrying value of trade receivable disclosed in Note - 15.

##### ii) Financial instruments and cash deposit

Credit risk is limited as the Company generally invest in deposits with banks and in bonds of companies having high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investments in debentures or bonds, preference shares, mutual fund units, and alternative investment funds. Counterparty credit limits are reviewed by the Company periodically and the limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

#### b) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its financial obligations as they become due. The Company monitors its risk by determining its liquidity requirement in the short, medium and long term. This is done by drawing up cash forecast for short term and long term needs. The Company manages its liquidity risk in a manner so as to meet its normal financial obligations without any significant delay or stress. Such risk is managed through ensuring operational cash flow while at the same time maintaining adequate cash and cash equivalent position. The management has arranged for diversified funding sources and adopted a policy of managing assets with liquidity monitoring future cash flow and liquidity on a regular basis. Surplus funds not immediately required are invested in certain mutual funds and fixed deposit which provide flexibility to liquidate. Besides, it generally has certain undrawn credit facilities which can be used as and when required, such credit facilities are reviewed at regular basis.

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## i) Maturity analysis for financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date -

Particulars	On demand	0 to 6 months	More than 6 months to 1 year	More than 1 year	Total
<b>As at 31st March, 2025</b>					
<b>Derivative</b>					
Mark to market loss on derivative financial instruments (net) (Refer Note - 29)	-	-	-	-	-
	-	-	-	-	-
<b>Non-derivative</b>					
Borrowings (Refer Note - 26)	502.80	-	-	-	502.80
Lease liabilities (Refer Note - 22 and 27)	-	15.64	16.37	133.50	165.51
Trade payables (Refer Note - 28)	-	770.03	-	-	770.03
Other financial liabilities (Refer Note - 29)	177.48	1,105.05	-	-	1,282.53
	<b>680.28</b>	<b>1,890.72</b>	<b>16.37</b>	<b>133.50</b>	<b>2,720.87</b>
<b>As at 31st March, 2024</b>					
<b>Derivative</b>					
Mark to market loss on derivative financial instruments (net) (Refer Note - 29)	-	5.28	-	-	5.28
	-	<b>5.28</b>	-	-	<b>5.28</b>
<b>Non-derivative</b>					
Borrowings (Refer Note - 26)	876.70	-	-	-	876.70
Lease liabilities (Refer Note - 22 and 27)	-	16.06	-	0.04	16.10
Trade payables (Refer Note - 28)	-	1,050.61	-	-	1,050.61
Other financial liabilities (Refer Note - 29)	171.49	1,138.67	-	-	1,310.16
	<b>1,048.19</b>	<b>2,205.34</b>	<b>-</b>	<b>0.04</b>	<b>3,253.57</b>

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of following risk: interest rate risk, foreign currency risk, other price risk. Financial instruments affected by market risk include investments, trade receivable, borrowings and trade payable.

### i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates.

The Company is exposed to risk due to interest rate fluctuation on its non-current and current borrowings with floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. Such interest rate risk is actively evaluated and is managed through portfolio diversification and exercise of prepayment/refinancing options, where considered necessary.

## a) Exposure to interest rate risk

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Fixed rate instruments</b>		
Financial assets	449.45	5,168.09
Financial liabilities	165.51	16.10
<b>Variable rate instruments</b>		
Financial assets	-	-
Financial liabilities	502.80	876.70

## b) Interest rate sensitivity

A change in 50 bps in interest rate would have following impact on profit before tax and other equity -

Particulars	As at 31st March 2025			As at 31st March 2024		
	Sensitivity	Impact on		Sensitivity	Impact on	
		Profit before tax	Other equity		Profit before tax	Other equity
Interest rate increase by	0.50%	(2.51)	(1.88)	0.50%	(4.38)	(3.28)
Interest rate decrease by	0.50%	2.51	1.88	0.50%	4.38	3.28

Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period and all other variables remain constant.

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company has significant foreign currency exposure. To mitigate this risk, foreign exchange exposure against exports are partly hedged by entering into forward contract.

### a) Exposure to foreign currency risk

The Company's exposure to foreign currency risk at the end of the reporting period are as follows:

#### (I) Unhedged foreign currency exposure

Particulars	As at 31st March 2025		As at 31st March 2024	
	USD / EURO	INR	USD / EURO	INR
<b>Financial assets</b>				
Trade receivables				
In USD	12,18,774	1,043.04	3,71,674	309.88
In EURO	88,856	82.04	2,12,207	191.45
Other financial assets				
In USD	5,30,831	454.29	-	-
In EURO	3,446	3.18	6,725	6.06
		<b>1,582.55</b>		<b>507.39</b>
<b>Financial liabilities</b>				
Borrowings				
In USD	-	-	-	-
Trade payables and other liabilities				
In USD	2,02,238	173.08	2,83,235	236.14
In EURO	1,503	1.39	-	-
		<b>174.47</b>		<b>236.14</b>
<b>Net exposure in foreign currency (Financial assets - Financial liabilities)</b>				
In USD	15,47,366	1,324.25	88,439	73.74
In EURO	90,799	83.83	2,18,932	197.51
		<b>1,408.08</b>		<b>271.25</b>

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## (II) Hedged foreign currency exposure

Particulars	As at 31st March 2025		As at 31st March 2024	
	USD / EURO	INR	USD / EURO	INR
<b>Derivative assets</b>				
<b>Forward contract against trade receivables</b>				
In USD	6,50,000	556.28	10,00,000	833.74
In EURO	2,00,000	184.65	-	-
<b>Forward contract against firm commitments and anticipated exposure</b>				
In USD	4,50,000	385.12	34,00,000	2,834.71
In EURO	4,00,000	369.30	1,00,000	90.22
		<b>1,495.35</b>		<b>3,758.67</b>
<b>Derivative Liabilities</b>				
Forward contract - against payable	-	-	-	-
Forward contract - against firm commitments	-	-	-	-
		-		-
<b>Net exposure in foreign currency (Financial assets - Financial liabilities)</b>				
In USD	11,00,000	941.40	44,00,000	3,668.45
In EURO	6,00,000	553.95	1,00,000	90.22
		<b>1,495.35</b>		<b>3,758.67</b>

## b) Sensitivity analysis

The analysis is based on assumption that the increase/decrease in foreign currency by 5% with all other variables held constant, on the unhedged foreign currency exposure would have following impact on profit before tax and other equity -

Particulars	As at 31st March 2025			As at 31st March 2024		
	Sensitivity	Impact on		Sensitivity	Impact on	
		Profit before tax	Other equity		Profit before tax	Other equity
USD Sensitivity - Increase	5.00%	66.21	49.55	5.00%	3.69	2.76
USD Sensitivity - (Decrease)	5.00%	(66.21)	(49.55)	5.00%	(3.69)	(2.76)
EURO Sensitivity - Increase	5.00%	4.19	3.14	5.00%	9.88	7.39
EURO Sensitivity - (Decrease)	5.00%	(4.19)	(3.14)	5.00%	(9.88)	(7.39)



# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## iii) Other price risk

The Company's exposure to securities price risk arises from investments held by the Company and classified in the balance sheet either at fair value through OCI or at fair value through profit and loss. Having regard to the nature of securities, intrinsic worth, intent and long term nature of securities held by the Company, fluctuation in their prices are considered acceptable and do not warrant any management.

## a) Exposure to other market price risk

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Measured at FVTPL</b>		
Investment in mutual funds	25,291.94	25,628.83
Investment in alternative investment funds	1,281.92	1,278.06
	<b>26,573.86</b>	<b>26,906.89</b>
<b>Measured at FVTOCI</b>		
Investment in equity instruments	4,056.45	0.32
	<b>4,056.45</b>	<b>0.32</b>
<b>Total</b>	<b>30,630.31</b>	<b>26,907.21</b>

## b) Sensitivity analysis

The analysis is based on assumption that the increase/decrease by 5% with all other variables held constant would have following impact on profit before tax, other comprehensive income and other equity -

Particulars	As at 31st March 2025				As at 31st March 2024			
	Sensitivity	Impact on			Sensitivity	Impact on		
		Profit before tax	Other comprehensive income	Other equity		Profit before tax	Other comprehensive income	Other equity
Market rate increase by	5.00%	1,328.69	202.82	1,146.06	5.00%	1,345.34	0.02	1,006.76
Market rate decrease by	5.00%	(1,328.69)	(202.82)	(1,146.06)	5.00%	(1,345.34)	(0.02)	(1,006.76)

# Notes to the Financial Statements for the year ended 31st March, 2025

## 54. FINANCIAL RATIOS

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024	Variance (%)
<b>1 Current ratio (in times)</b> (Current assets/Current liabilities)	5.70	4.89	16.56%
<b>2 Debt - equity ratio (in times) #</b> (Total debt/Shareholders' equity) [Total debt: Non - current borrowings + Current borrowings + Current maturities of long term borrowings] [Shareholders' equity : Equity share capital + Other equity - Capital reserve - Revaluation surplus]	0.01	0.02	(50.00)%
<b>3 Debt service coverage ratio (in times)</b> (EBITDA/Debt service) (EBITDA : Profit before taxes + Finance cost + Depreciation and amortisation expense + PPE and other intangible assets written off + Provision for doubtful balances - Profit on sale of PPE - Profit on sale of investment property) [Debt service : Interest and Lease payments + Principal repayments of non-current borrowings]	138.51	139.01	(0.36)%
<b>4 Return on equity ratio (%)</b> (Net Profit after taxes/Average shareholder's equity) [Shareholders' equity : Equity share capital+Other equity - Capital reserve - Revaluation surplus]	10.91%	14.09%	(22.57)%
<b>5 Inventory turnover ratio (in times)</b> (Sale of products/Average inventories)	3.79	4.44	(14.64)%
<b>6 Trade receivables turnover ratio (in times)</b> (Sale of products/Average trade receivables)	14.97	14.35	4.32%
<b>7 Trade payables turnover ratio (in times)</b> (Expenses/Average trade payables) [Expenses: Total expenses - Finance cost - Depreciation and amortisation expense - Employee benefit expense - Other expenses with respect to non cash items like PPE & other intangible assets written off, provision for doubtful balances and net (gain)/loss on foreign currency transactions and translations/MTM (gain)/loss on derivative financial instruments]	34.38	43.56	(21.07)%
<b>8 Net capital turnover ratio (in times)</b> (Revenue from operations/Average working capital) [Working capital: Current assets - Current liabilities]	2.71	2.68	1.12%
<b>9 Net profit ratio (%)</b> (Net profit after tax/Revenue from operations)	13.14%	14.99%	(12.34)%
<b>10 Return on Capital Employed (%)</b> (Earning before interest and taxes (EBIT)/Average capital employed) [EBIT: Profit before taxes + Finance cost] [Capital Employed: Equity share capital + Other equity - Capital reserve - Revaluation surplus + Non current borrowings + Current borrowings + Current maturities of long-term borrowings + Deferred tax liabilities]	13.58%	16.65%	(18.44)%
<b>11 Return on investment (%)</b> (Net income on investments/Average investment funds in current and non current investments) (Net income on investments : Interest income on investments + Dividend income + Other income on investments + net gain on sale/fair value changes of investments including amount shown in OCI)	11.02%	13.58%	(18.85)%

Note : Explanation for change in ratio by more than 25%

# The variation in debt equity ratio as at 31st March, 2025 as compared to 31st March, 2024 is primarily due to decrease in short term borrowings.

# Notes to the Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

## 55 OTHER REGULATORY INFORMATION

- i) The Company does not have any Benami property. Further, there are no proceedings initiated or are pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment to promoters, directors, KMPs and the related parties.
- iii) Details of struck off companies with whom the Company has transaction during the current / previous year or outstanding balance as on Balance Sheet date :

Name of struck off company	Nature of transactions with struck off company	Relationship with struck off company	Balance outstanding As at 31.03.2025	Balance outstanding As at 31.03.2024
Safety Perfect Private Limited	Purchase of goods and services	Vendor	-	-

- iv) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- viii) The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender.
- ix) The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- x) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

As per our report of even date

For **Singhi & Co.**  
Chartered Accountants  
Firm Registration No. 302049E

**Gopal Jain**  
Partner  
Membership No. 059147

Place: Kolkata  
Dated the 26th day of May, 2025

**Madhup Kumar Patni**  
Chief Financial Officer

**Aditya Banerjee**  
Company Secretary

For and on behalf of the Board of Directors

**Harsh Vardhan Kanoria** Chairman and Managing Director  
Chief Executive Officer  
(DIN - 00060259)

**Utkarsh Kanoria** Wholetime Director  
(DIN - 06950837)

**Deo Kishan Mohta** Independent Director  
(DIN - 00060170)

# NOTICE

**NOTICE** is hereby given that the **127th Annual General Meeting (AGM)** of the members of **CHEVIOT COMPANY LIMITED** (hereinafter referred to as the “**Company**”) will be held on **Thursday, 7th August, 2025 at 11:00 A.M. (IST)** through **Video Conferencing (VC)** or **Other Audio-Visual Means (OAVM)**, to transact the following business:

## Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2025 together with the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of ₹ 5/- (Rupees Five only) per ordinary share on 58,41,875 ordinary shares of face value of ₹ 10/- each (50%), amounting to ₹ 2,92,09,375/- (Rupees Two Crores Ninety-Two Lakhs Nine Thousand Three Hundred Seventy-Five only) for the financial year ended 31st March, 2025.
3. To appoint a director in place of Mr. Abhishek Murarka (DIN 00118310), who retires by rotation and, being eligible, offers himself for re-appointment.

## Special Business:

### 4. Appointment of Secretarial Auditor

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company, M/s MR & Associates, Practicing Company Secretaries (Firm registration number: P2003WB008000) be and is hereby appointed as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from 1st April, 2025 to 31st March, 2030, on such terms as to fees and otherwise, as set out in the statement annexed to this notice and as may be mutually agreed upon with the Board of Directors from time to time.

**FURTHER RESOLVED THAT** the Board of Directors of the Company including Committee thereof be and are hereby authorised to sign and execute all such documents, agreements and to do all such acts, deeds, matters and things, as may be necessary, expedient and incidental to give effect to the aforesaid resolution.”

### 5. Re-appointment of Mr. Harsh Vardhan Kanoria (DIN: 00060259) as Chairman and Managing Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company, consent of the members of the Company be and is hereby granted to the re-appointment of Mr. Harsh Vardhan Kanoria (DIN 00060259), as Chairman and Managing Director of the Company, for a further period of 5 (five) years with effect from 1st August, 2025, on the terms and conditions as to remuneration and otherwise as set out in the statement annexed to this notice, to be entered by way of an agreement between the Company and Mr. Harsh Vardhan Kanoria.

**FURTHER RESOLVED THAT** in the event of absence or inadequacy of profits in any financial year during the aforesaid period of 5 (five) years, the Company will pay to Mr. Harsh Vardhan Kanoria remuneration by way of salary and perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V to the Act or any modification(s) or re-enactment thereof as minimum remuneration, subject to such approvals as may be required.”

## NOTICE (Contd..)

### 6. To create/modify charge on the assets of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to authorise the Board of Directors of the Company including Committee thereof to create or modify charge by way of hypothecation and/or mortgage on the movable and immovable properties of the Company, wheresoever situate, both present and future and/or on the whole or any part of the undertaking of the Company to or in favour of Axis Bank Limited ("the Banker") to secure the credit facilities availed in the ordinary course of business from the Banker from time to time together with interest thereon at the agreed rates, compound interest, penal charges, costs, expenses and other monies payable by the Company to the Banker as per sanction letter issued from time to time in such form and manner and with such ranking for priority and at such terms as the Board of Directors of the Company including Committee thereof may deem fit, subject however, that the overall borrowing shall not exceed the limits prescribed under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

**FURTHER RESOLVED THAT** the Board of Directors of the Company including Committee thereof be and are hereby authorised to execute security documents with the Banker to create or modify mortgage and/or charge and to do all such acts, deeds, matters and things, as may be necessary, expedient and incidental to give effect to the aforesaid resolution."

### 7. Ratification of remuneration payable to Cost Auditor

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 40,000/- (Rupees Forty Thousand only) plus applicable taxes and re-imbursement of out of pocket expenses payable to M/s D. Radhakrishnan & Co., Cost Accountants (Registration No. 000018), appointed as the cost auditor by the Board of Directors of the Company to conduct audit of the cost accounting records maintained by the Company for the financial year ending 31st March, 2026, be and is hereby ratified."

By Order of the Board of Directors  
of **Cheviot Company Limited**

Sd/-

**Aditya Banerjee**

Company Secretary and Compliance Officer  
FCS 10954

Kolkata, 26th May, 2025

CIN: L65993WB1897PLC001409

Registered Office: 24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata - 700 016

Ph: +91 82320 87911/12/13 | Email: cheviot@chevjute.com | Website: www.cheviotgroup.com



## NOTICE (Contd..)

### NOTES:

1. The **Statement** pursuant to the provisions of Section 102 of the Companies Act, 2013 (the “**Act**”) read with Rules thereunder and Secretarial Standard-2 on General Meetings (“**SS-2**”), setting out the material facts concerning each item of special business along with the rationale thereof, with the recommendation of the Board of Directors to the members, including information in respect of the directors seeking re-appointment given by way of an **Annexure** and disclosure about the secretarial auditor proposed to be appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), is annexed hereto and forms part of this Notice.
2. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC/OAVM.** The facility to appoint proxies by the members will not be available for this AGM and hence, the Proxy Form is not annexed hereto. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
3. The AGM shall be conducted through VC/OAVM without the physical presence of the members at a common venue in accordance with the clarification Circulars issued by the Ministry of Corporate Affairs from time to time including the latest General Circular No. 09/2024 dated 19th September, 2024 (collectively “**MCA Circulars**”). Members can attend and participate at the ensuing AGM through VC/OAVM only and hence, Attendance Slip and Route Map are not annexed hereto. The venue of the AGM shall be deemed to be the registered office of the Company at 24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata - 700016. The VC/OAVM facility shall be provided by National Securities Depository Limited (“**NSDL**”).
4. A member, whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories, as on **Thursday, 31st July, 2025** (“**cut-off date**”) shall only be entitled to vote and attend the AGM through VC/OAVM. The members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to Section 113 of the Act, institutional/corporate members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and exercise their right to vote. Institutional/corporate members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of resolution authorising their representative to vote and attend the AGM at [investorservices@chevjute.com](mailto:investorservices@chevjute.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Facility will be available on NSDL e-voting system for institutional/corporate members to upload their Board Resolution/Power of Attorney/Authority Letter by clicking on “**Upload Board Resolution/Authority Letter**” displayed under ‘**e-voting**’ tab in their login.
6. The members can join 15 (fifteen) minutes before and after the scheduled time of the commencement of the AGM through VC/OAVM by following the procedure mentioned in this Notice. The facility to join the AGM through VC/OAVM will be made available to at least 1,000 members on first-come-first-served basis and members will be able to view the proceedings on website of NSDL (<https://www.evoting.nsdl.com>). This restriction will not be imposed on members holding two percent or more shares, promoters, institutional investors, directors, key managerial personnel, auditors etc.
7. The notice calling the AGM, inter-alia, indicating the process and manner of e-voting and participating at AGM through VC/OAVM will be available on Company’s website: <https://www.cheviotgroup.com> and can also be accessed from the websites of the stock exchanges, viz. BSE Limited (“**BSE**”) (<https://www.bseindia.com>) and National Stock Exchange of India Limited (“**NSE**”) (<https://www.nseindia.com>) or from the website of NSDL (<https://www.evoting.nsdl.com>).
8. Dividend, as recommended by the Board of Directors, if declared at the AGM, will be paid, subject to deduction of tax at source, on and from **Tuesday, 12th August, 2025** to those members, whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories at the close of business hours on **Thursday, 31st July, 2025**, being the **Record Date** fixed for the purpose of dividend.

## NOTICE (Contd..)

9. The Company is required to deduct tax at source while making payment of dividend as per the provisions of the Income Tax Act, 1961. Members are requested to submit their residential status, PAN and category to their respective depository participant(s) ("**DP(s)**") in case of shares held in dematerialised form and to the Company or to the Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited ("**Registrar**"), in case of shares held in physical form by sending relevant documents on or before **Thursday, 31st July, 2025**. For more details, please refer to "**Communication on tax deduction on dividend**" annexed to this notice and also available on Company's website: <https://www.cheviotgroup.com>.
10. The Securities and Exchange Board of India ("**SEBI**") has made it mandatory for the members holding shares in physical form to furnish PAN, KYC details and Nomination. Folios without PAN, KYC details and Nomination are uploaded on the website of the Company <https://www.cheviotgroup.com> under the TAB "**Communication to members holding shares in physical form**". Members, whose name appear in the list shall receive an intimation from the Company that dividend will be paid electronically upon furnishing required details. The Company will not withhold dividend pay-out in absence of only nomination in existing folios. However, members are encouraged in their own interest, to provide choice of nomination. Members holding shares in physical form are requested to make their folios KYC compliant by submitting relevant form (ISR-1/ISR-2/ISR-3/SH-13/SH-14) to Registrar by email at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or by post or through 'In Person Verification' at Registrar office at 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001. The forms are available for download on the websites of the Company (<https://www.cheviotgroup.com>) and Registrar (<https://mdpl.in/form>).
11. Members holding the shares in dematerialised form are requested to intimate all changes or updates relating to their PAN, contact details, bank account details, registered address, e-mail ID, nomination, etc., to their respective **DP(s)**, if they have not done so already.
12. Members, whose shares are lying in the unclaimed suspense account of the Company in dematerialised form as per list uploaded on the website of the Company (<https://www.cheviotgroup.com>), are requested to contact the Registrar by email at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or by post at 23, R.N. Mukherjee Road, 5th Floor, Kolkata 700001, to claim their shares.
13. Pursuant to Regulation 40 of SEBI Listing Regulations, requests for effecting transfer, transmission or transposition of shares shall be processed in dematerialised form only. Moreover, SEBI has mandated listed companies to issue the shares in dematerialised form only while processing the investor service requests such as issue of duplicate share certificate; claim from unclaimed suspense account; renewal/exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of share certificates/folios; transmission; transposition. Members holding shares in physical form are requested to consider dematerialising their shares to avail themselves of the benefits of dematerialisation and eliminate risks associated with physical share handling. Members are requested to submit Form ISR-4 duly filled and signed along with the original share certificate(s), wherever applicable. Please note that service requests can be processed only after the physical folio is KYC compliant.
14. Unpaid/unclaimed dividend for the financial year ended 31st March, 2018 and the corresponding ordinary shares of the Company in respect of which dividend remain unpaid/unclaimed for seven consecutive years shall become due for transfer to the Investors Education and Protection Fund ("**IEPF**") during September, 2025. Members are requested to claim their dividend, details of which are available on the website of the Company (<https://www.cheviotgroup.com>), before transfer to IEPF. Members whose unclaimed dividend/shares have been transferred to IEPF, may claim the same from the IEPF Authority by filing **e-Form No. IEPF-5**, for which details are available on the IEPF website (<https://www.iepf.gov.in>). Claimants are advised to approach the Nodal Officer for issuance of entitlement letter, upon submission of required documents, before filing of claim(s) with the IEPF Authority. Mr. Aditya Banerjee, Company Secretary and Compliance Officer of the Company, is the Nodal Officer for the purpose of verification of IEPF claims.
15. The Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in this **Notice** and the **Statement** annexed hereto remain open for inspection at the Registered Office and shall be accessible in electronic form by the members during the AGM.

## NOTICE (Contd..)

16. SEBI has established a common Online Dispute Resolution (“**SMART ODR**”) Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian securities market. A member shall first take up his/her/their grievance with the Company by lodging a complaint directly with the Company. If the grievance is not redressed satisfactorily, the member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting these options for resolution of the grievance, if the member is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>. Relevant SEBI circulars on **SMART ODR** are available on the website of the Company at <https://www.cheviotgroup.com>.

17. **Process for registration or updating of e-mail address and bank mandate to receive dividend directly in Bank Account**  
Member(s), who are yet to register their email address or bank mandate or wish to update the same, are requested to follow the below process:

Shares held in Physical form	Members holding shares in physical form, who have not registered their email address and/or bank mandate with the Company, are requested to register their email ID and/or bank mandate with the Company by submitting <b>Form ISR-1</b> duly filled and signed with documents mentioned therein to the Registrar by email at <a href="mailto:mdpldc@yahoo.com">mdpldc@yahoo.com</a> or by post or through ‘In Person Verification’ at 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001. Form ISR-1 is available for download on the websites of the Company ( <a href="https://www.cheviotgroup.com">https://www.cheviotgroup.com</a> ) and Registrar ( <a href="https://www.mdpl.in">https://www.mdpl.in</a> ).
Shares held in DEMAT form	Members holding shares in dematerialised form are requested to register/update their email address and/or bank mandate with the concerned Depository through their DP(s), with whom they maintain their DEMAT account.

18. In compliance with Sections 101 and 136 of the Act read with Rules made thereunder, relevant MCA Circulars and SEBI Circulars issued in this regard, the Notice calling the AGM and the Annual Report for the financial year ended 31st March, 2025, comprising of Board’s Report, Independent Auditors’ Report, Financial Statements, etc. will be sent by electronic mode to those members whose email address are available on record with the Company/Registrar/Depositories. Members are requested to register/update their email address by following the steps mentioned above at Note 17 to receive these documents through email. Notice calling the AGM and the Annual Report for the financial year ended 31st March, 2025 will also be available on the websites of the Company (<https://www.cheviotgroup.com>) and the stock exchanges viz. BSE (<https://www.bseindia.com>) and NSE (<https://www.nseindia.com>), where the shares of the Company are listed. Pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, members, whose email ID are not available with the Company/Depositories, shall receive a letter with the web-link, including the exact path, where the aforesaid Notice and Annual Report would be available.

19. Members desirous of getting any information about the financial statements and/or operations of the Company are requested to send their queries at [investorservices@chevjute.com](mailto:investorservices@chevjute.com) at least 10 (ten) days in advance of the AGM i.e. by **Monday, 28th July, 2025**, so that proper information can be made available at the AGM.

20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

21. **Process and manner for voting by electronic means and joining AGM through VC/OAVM on NSDL e-voting system.**

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is pleased to provide to members the facility to exercise their right to vote on resolutions set forth in this notice by electronic means (e-voting). The facility for e-voting will be provided by NSDL.

## NOTICE (Contd..)

The remote e-voting period shall commence on **Saturday, 2nd August, 2025 at 10:00 a.m.** (IST) and end on **Wednesday, 6th August, 2025 at 5:00 p.m.** (IST). During this period, members holding shares in physical form or dematerialised form as on the **cut-off date** i.e. **Thursday, 31st July, 2025**, may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of members shall be in proportion to their shares in the paid-up ordinary share capital of the Company as on the cut-off date. Once the vote on a resolution is cast, the member shall not be allowed to change it subsequently.




### I. How to vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-voting system

#### A. Login method for e-voting for individual members holding shares in dematerialised form.

In terms of SEBI circular dated 9th December, 2020 on “e-Voting facility provided by Listed Entities”, individual members holding shares in dematerialised form are allowed to vote through their demat account maintained with Depositories/DP(s). Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility. Login method for individual members holding shares in dematerialised form is given below:

Type of member	Login Method
Individual members holding shares in dematerialised form with NSDL	<ol style="list-style-type: none"> <li>For OTP based login, click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. Enter 8-digit DP-ID, 8-digit Client ID, PAN, verification code and generate OTP. Enter the OTP received on registered email ID/mobile number and click on login. After successful authentication, user will be redirected to NSDL Depository site wherein user can see e-voting page. Click on options available against Company name or <b>e-voting service provider (ESP) - NSDL</b> and users will be redirected to e-voting website of NSDL to cast their vote during the remote e-voting period or to join and cast their vote during AGM.</li> <li>Existing <b>IDeAS</b> users can visit the website of NSDL (<a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>) either on a desktop/laptop or on a mobile phone. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” section. This will prompt the users to enter their User ID and Password. After successful authentication, users will be able to see e-voting services under value added services. Click on “<b>Access to e-voting</b>” under e-voting services and users will be able to see the e-voting page. Click on Company name or <b>ESP - NSDL</b> and users will be re-directed to e-voting website of NSDL to cast their vote during the remote e-voting period or to join and cast their vote during AGM.</li> <li>If user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a desktop/laptop or on a mobile phone. Once the home page of NSDL e-voting system is launched, click on the “<b>Login</b>” icon available under “<b>Shareholder / Member</b>” section. A new screen will open. Users will have to enter their User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, users will be redirected to NSDL Depository site wherein user can see e-voting page. Click on options available against Company name or <b>ESP - NSDL</b> and users will be redirected to e-voting website of NSDL to cast their vote during the remote e-voting period or to join and cast their vote during AGM.</li> <li>Members can also download NSDL mobile app “<b>NSDL Speede</b>” facility by scanning the QR code mentioned here for seamless voting experience:</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

## NOTICE (Contd..)

Type of member	Login Method
Individual members holding shares in dematerialised form with Central Depository Services (India) Limited (CDSL)	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL <b>Easi/Easiest</b> facility can login through their existing User ID and Password. Option will be made available to reach the e-voting page without any further authentication. The users to login <b>Easi/Easiest</b> are requested to visit CDSL website <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> and click on <b>Login to - My Easi</b> Tab and then use their existing <b>My Easi</b> User ID and Password.</li> <li>2. After successful login, the <b>Easi/Easiest</b> users will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the <b>ESP – NSDL</b> to cast their vote during the remote e-voting period or to join and cast their vote during AGM. Additionally, there are also links provided to access the system of all ESP, so that the user can visit the ESP's website directly.</li> <li>3. If the user is not registered for <b>Easi/Easiest</b>, option to register is available at CDSL website <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> and click on <b>Login to - My Easi</b> tab under quick links and then click on <b>To Register for Easi/Easiest</b>.</li> <li>4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from an e-voting link available on <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> home-page. The system will authenticate the user by sending OTP on registered mobile number and email ID as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in process and also able to directly access the system of all ESP.</li> </ol>

Type of member	Login Method
Individual members (holding shares in dematerialised form) login through their DP(s)	Individual members can also login using the login credentials of their demat account through their DP(s) registered with NSDL/CDSL for e-voting facility. Once logged in, users will be able to see the e-voting option. Click on e-voting option, users will be redirected to NSDL/CDSL depository site after successful authentication, wherein users can see e-voting feature. Click on Company name or <b>ESP - NSDL</b> and users will be redirected to e-voting website of NSDL to cast their vote during the remote e-voting period or to join and cast their vote during AGM.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use “**Forget User ID**” and “**Forget Password option**” available on the websites of NSDL/CDSL/DP(s).

**Helpdesk for individual members holding shares in dematerialised form for any technical issues related to login through Depositories i.e., NSDL and CDSL.**

Login type	Helpdesk details
Shares held with NSDL	Email ID: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> / Tel no.: (022) 4886 7000
Shares held with CDSL	Email ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> / Tel no.: 1800-21-09911



## NOTICE (Contd..)

### B. Login method for e-voting and joining AGM through VC/OAVM for members other than individual members holding shares in dematerialised form and members holding shares in physical form.

#### How to log-in to NSDL e-voting system?

1. Visit e-voting website of NSDL by opening your web browser and type the following URL either on a desktop/laptop or on a mobile phone: <https://www.evoting.nsdl.com/>.
2. Once the home page of NSDL e-voting website is launched, click on the “Login” icon available under “Shareholder/Member” section.
3. A new screen will open. You will have to enter your User ID, Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS Login. Once you login to NSDL e-services using your login credentials, click on “e-voting” and proceed to Step 2, i.e., Cast your vote electronically on NSDL e-voting system.
4. Your User ID details are given below:

Manner of holding shares, i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i) For members who hold shares in demat account with NSDL	8 character DP ID followed by 8 digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
ii) For members who hold shares in demat account with CDSL	16 digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your User ID is 12*****
iii) For members holding shares in physical form	<b>EVEN – 134166</b> , followed by Folio Number registered with the Company. For example, if your Folio Number is 001*** then your User ID is 134166001***

5. Password details for members other than individual members holding shares in dematerialised form are given below:
  - i) If you are already registered for e-voting, then you can use your existing Password to login and vote electronically.
  - ii) If you are using the NSDL e-voting system for the first time, you will need to retrieve the “initial password” which was communicated to you. Once you retrieve your “initial password”, you need to enter the “initial password” and the system will prompt you to change your Password.
  - iii) How to retrieve your “initial password”?
    - a) If your email ID is registered in your demat account or with the Company, your “initial password” was communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the .pdf file. The Password to open the .pdf file is your 8-digit client ID for your NSDL account or the last 8 digits of your client ID for your CDSL account or Folio number for shares held in physical form. The .pdf file contains your “User ID” and your “initial password”.
    - b) If your e-mail ID is not registered, then please follow the steps as mentioned below at Note 21(II).
6. If you have not received the “initial password” or are unable to retrieve it or have forgotten your Password:
  - i) Click on the “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on <https://www.evoting.nsdl.com/>.
  - ii) Click on the “Physical User Reset Password?” (If you are holding shares in physical form) option available on <https://www.evoting.nsdl.com/>.
  - iii) Members can also use the OTP (One Time Password) based login for casting the vote on the e-voting system of NSDL.
  - iv) If you are still unable to get the Password following the aforesaid options, you can send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name, your registered address etc.
7. After entering your Password, tick on agree to “Terms and Conditions” by selecting on the check box.
8. Next, you will have to click on “Login” button.
9. After you click on the “Login” button, the homepage of e-voting will open.

## NOTICE (Contd..)

### Step 2: Cast your vote electronically and join AGM through VC/OAVM on NSDL e-voting system.

1. After successful login, by following Step 1, you will be able to see the “EVEN” of all the companies in which you hold shares and whose voting cycle is in “active” status.
2. Select **EVEN – 134166 of Cheviot Company Limited** for which you wish to cast your vote during the remote e-voting period and/or cast your vote during AGM.
3. To join AGM, you need to click on “VC/OAVM” link placed under “Join Meeting”.
4. Now you are ready for e-voting as the voting page opens.
5. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit”. Also click on “Confirm” when prompted.
6. Upon confirmation, the message, “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### II. Process for those members whose email address is not registered with the Company/Depositories, to register their email address and/or to procure user ID and Password for e-voting and to participate at the AGM through VC/OAVM.

- i) Members holding shares in physical form and who are yet to register their email address with the Company are requested to follow the procedure mentioned in Note 17 above to register their email address and/or to procure user ID and Password for e-voting and to participate at the AGM through VC/OAVM.
- ii) Members holding shares in the dematerialised form and who have not registered their email address are requested to register/update their email address with their respective DP(s).
- iii) Individual members holding shares in dematerialised form are requested to refer to the login method explained at Step 1(A) under Note 21(I) above i.e., Login method for e-voting for individual members holding shares in dematerialised form. Individual members holding shares in dematerialised form are allowed to vote through their demat account maintained with DP(s). Individual members are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.
- iv) Alternatively, members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring User ID and Password for e-voting by mentioning their demat account number/folio number with name, PAN, registered address etc. and providing relevant documents viz. scan copies of share certificate (front and back) for physical holders or scan copies of client master for demat holders.

### General guidelines for members

1. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential. Login to the NSDL e-voting system will be disabled upon five unsuccessful attempts to key in the correct Password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the Password.
2. In case of any query connected with remote e-voting, members may refer to the **Frequently Asked Questions (FAQs) for Shareholders** and **E-voting User Manual for Shareholders** available at the download section of <https://www.evoting.nsdl.com> or call on: (022) 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

## NOTICE (Contd..)

### III. The instructions for members for e-voting during the AGM are as under:

1. The e-voting facility will be available during the AGM. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members, who will be present at the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through NSDL e-voting system during the AGM.
3. Members who have cast their vote by remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievance connected with the facility for e-voting during the AGM shall be the same person mentioned for remote e-voting.

### IV. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access NSDL e-voting system by following “**Step 1 -Access to NSDL e-voting system**”. After successful login, members can see and click on ‘**VC/OAVM**’ link placed under “**Join Meeting**” menu against Company name. The link for VC/OAVM will be available in “**Shareholder/Member**” login where the **EVEN – 134166** of the Company will be displayed. Please note that the members, who do not have the User ID and Password for e-voting or have forgotten the User ID and Password, may retrieve the same by following the instructions mentioned above in this notice to avoid last minute rush. Further, members can also use the OTP based login for logging into the NSDL e-voting system.
  2. Members are requested to use stable internet connection (Wi-Fi or LAN) to avoid any audio/visual loss during the AGM. Members may use Laptop for better experience.
  3. Members who would like to express their views or raise any question during the AGM need to register themselves as a speaker by sending a request from their registered email address mentioning their name, DPID and CLID/Folio number, mobile number at [investorservices@chevjute.com](mailto:investorservices@chevjute.com) latest by 4:00 P.M. on Tuesday, 5th August, 2025. Members, who are successfully registered as speaker will be informed over email on Wednesday, 6th August, 2025. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
  4. Institutional investors, who are members of the Company, are encouraged to participate at the AGM through VC/OAVM and exercise their right to vote on the resolutions.
- V.** Any person, who acquires share(s) of the Company and becomes member of the Company after despatch of the notice of AGM and holding share(s) as on the cut-off date, i.e., **Thursday, 31st July, 2025**, may obtain the User ID and Password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if a member is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password to cast his/her vote.
- VI.** Mr. Rahul Srivastava, practicing company secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, unblock the votes cast by members through e-voting and submit a consolidated Scrutinizer's Report to the Chairman or a person authorised by the Chairman in writing.
- VII.** The results of the e-voting will be declared within two working days from the conclusion of the AGM. Immediately after declaration, the e-voting results along with the Scrutinizer's Report shall be placed on the websites of the Company (<https://www.cheviotgroup.com>) and NSDL (<https://www.evoting.nsdl.com/>). The e-voting results shall simultaneously be forwarded to the stock exchanges viz. BSE (<https://www.bseindia.com>) and NSE (<https://www.nseindia.com>), where the shares of the Company are listed.

## NOTICE (Contd..)

### STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 4

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to appoint a Secretarial Auditor for a term of 5 (five) consecutive years commencing from FY 2025-26, to conduct the Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In this regard, based on the recommendation made by the Audit Committee, the Board of Directors at their meeting held on 26th May, 2025, after due assessment of the credentials, expertise, past performance, fulfilment of eligibility criteria and qualifications, recommended the appointment of M/s MR & Associates, Practicing Company Secretaries (Firm registration number: P2003WB008000) as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from 1st April, 2025 to 31st March, 2030, to the members for their approval.

The basis of recommendation for appointment of M/s MR & Associates as the Secretarial Auditor are set out below:

- (a) M/s MR & Associates, a partnership firm established in 1996, is a Peer Reviewed firm of Practicing Company Secretaries and rendering professional services for about three decades in Corporate Laws, SEBI Regulations, Liquidation and winding up of Companies, Mergers, De-mergers, Amalgamation, Takeover and Acquisitions, Corporate Restructuring, Corporate Insolvency Resolution Process (CIRP), Litigation support etc.
- (b) They have a core audit team, consisting of several qualified partners and an able strength of secretarial audit team as well. The partners of MR & Associates have adequate audit experience and strong understanding of the securities laws. The firm renders professional services to a large clientele in Kolkata; and
- (c) M/s MR & Associates provided their consent for appointment as Secretarial Auditor of the Company and had confirmed that their firm has not incurred any disqualification and are eligible and qualified to be appointed as Secretarial Auditor of the Company in accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rules thereunder, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024, the Companies Secretaries Act, 1980 and within the limits specified by the Institute of Company Secretaries of India.

The proposed terms of appointment including the proposed fees payable to M/s MR & Associates are set out below:

- (a) Term of appointment: For a term of 5 (five) consecutive financial years commencing from 1st April, 2025 to 31st March, 2030.
- (b) Proposed fees payable: ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) plus applicable taxes per annum for issuing secretarial audit report and annual secretarial compliance report along with re-imbursement of out of pocket expenses to be incurred on actual. During the tenure of appointment, fees payable to the Secretarial Auditor may be revised as may be mutually agreed upon with the Board of Directors.

None of the directors and/or key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board of Directors recommend passing of the proposed Ordinary Resolution as set out at Item No. 4 of the notice.

## NOTICE (Contd..)

### Item No. 5

Mr. Harsh Vardhan Kanoria (DIN 00060259), aged 69 years, a commerce graduate from St. Xaviers College, Kolkata, is an Industrialist having more than 50 years of experience in Jute Industry. He is a promoter of the Company and has been long associated with the Company in his capacity as Chairman and Managing Director. He is also the Chief Executive Officer of the Company.

The present term of office of Mr. Harsh Vardhan Kanoria will expire on 31st July, 2025. In view of his vast experience and significant contribution to the Company's overall growth and profitability, the Board of Directors, on the recommendation of nomination and remuneration committee, have re-appointed Mr. Harsh Vardhan Kanoria as Chairman and Managing Director for a further period of 5 (five) years with effect from 1st August, 2025, subject to approval of the members. He shall also continue as Chief Executive Officer, if re-appointed. He is not disqualified under Section 164 or Section 196 of the Companies Act, 2013 read with Schedule V thereto from being re-appointed as Chairman and Managing Director of the Company and has given his consent to act as director, if appointed.

The Board of Directors are of a considered view that the Company will be benefitted by his management abilities and thus recommend his re-appointment.

The principal terms and conditions including the remuneration governing the re-appointment of Mr. Harsh Vardhan Kanoria are set out below:-

1. Salary: ₹ 2,00,000/- per month or such other sum not exceeding ₹ 4,00,000/- per month as may be determined by the Board of Directors from time to time.
2. Commission: Commission may be payable at the absolute discretion of the Board of Directors, of such amount, as may be approved by the Board of Directors for each year.
3. Perquisites: Mr. Harsh Vardhan Kanoria shall also be entitled to furnished residential accommodation or house rent allowance, furnishing allowance, reimbursement of expenses pertaining to gas, electricity and telephone at residence, reimbursement of medical expenses incurred in India or abroad including surgical charges and hospitalisation for self and family and travel relating thereto, leave travel allowance for self and family, club fees or subscriptions, insurance coverage under corporate policies availed by the Company, Company maintained car and any other perquisite in addition to salary and commission restricted to an amount equal to the annual salary or such other sum as may be determined by the Board from time to time provided that the provision for use of Company maintained car for official purposes shall not be included in the computation of perquisites for the purpose of calculation of the said ceiling. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable.
4. Other benefits: Mr. Harsh Vardhan Kanoria will also be entitled to retirement benefits by way of contribution towards Provident Fund and leave related benefits as per the Rules of the Company.

The remuneration mentioned above including the value of perquisites will be subject to the overall ceiling laid down under Section 197 of the Companies Act, 2013 read with Schedule V thereto.

5. Mr. Harsh Vardhan Kanoria shall not be paid any sitting fee for attending the meeting of the Board or any Committee thereof.
6. In the event of absence or inadequacy of profits in any financial year during the aforesaid period of 5 (five) years, the Company will pay to Mr. Harsh Vardhan Kanoria remuneration by way of salary and perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V to the Act or any modification(s) or re-enactment thereof as minimum remuneration, subject to such approvals as may be required.
7. Mr. Harsh Vardhan Kanoria will be reimbursed by the Company of all entertainment and other expenses actually incurred by him in connection with the business of the Company, subject however, to such limits as may be fixed by the Board from time to time.
8. Mr. Harsh Vardhan Kanoria and the Company shall have right to terminate the appointment by giving three months' prior notice in writing to the other.

## NOTICE (Contd..)

Mr. Harsh Vardhan Kanoria shall perform the duties and exercise the powers conferred upon him under the Articles of Association of the Company or as may be assigned or entrusted to him from time to time by the Board of Directors of the Company.

Mr. Harsh Vardhan Kanoria shall attain the age of 70 (seventy) years during his tenure of re-appointment. He had an illustrious career spanning over five decades. The Board of Directors are of the view that his directorship beyond 70 (seventy) years is justified and will be beneficial to the functioning and future growth of the Company in view of his decision making abilities and in-depth knowledge of the operations in Jute Industry.

The aggregate annual remuneration payable to all executive directors who are promoters including Mr. Harsh Vardhan Kanoria is expected to exceed 5 (five) per cent of the net profits of the Company (calculated as per Section 198 of the Companies Act, 2013) albeit the maximum managerial remuneration payable to such executive directors who are promoters shall be subject to the overall ceiling laid down under Section 197 of the Companies Act, 2013 read with Schedule V thereto.

Accordingly, pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 196 of the Companies Act, 2013 read with Schedule V thereto, approval of the members is sought, by way of special resolution, to re-appoint Mr. Harsh Vardhan Kanoria, aged 69 years, as Chairman and Managing Director for a further period of 5 (five) years with effect from 1st August, 2025, at an aggregate annual remuneration as set out hereinabove.

Brief profile and other information in respect of Mr. Harsh Vardhan Kanoria seeking re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided in Annexure forming part of this Notice.

A copy of the draft agreement referred to in the proposed Special Resolution is available for inspection through electronic mode, basis on the request being sent at [investorservices@chevjute.com](mailto:investorservices@chevjute.com).

Except Mr. Harsh Vardhan Kanoria, Mrs. Malati Kanoria and Mr. Utkarsh Kanoria, none of the other directors and/or key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of directors recommend passing of the proposed Special Resolution as set out at Item No. 5 of the Notice.

### Item No. 6

The term loan availed from Export Import Bank of India and working capital facilities availed from Axis Bank Limited were inter-alia secured by hypothecation of all movable fixed assets of the Company located at Budge Budge, both present and future, and mortgage of certain immovable properties of the Company located at Budge Budge on first charge basis and second charge basis, respectively. Consequent upon the satisfaction of charge created in favour of Export Import Bank of India after full repayment of term loan, Axis Bank Limited remains the sole charge-holder over such properties of the Company. Accordingly, the consent of the members of the Company are being obtained to allow the Board of Directors or Committee thereof to modify the extent and operation of the existing charge created on certain assets of the Company located at Budge Budge in favour of Axis Bank Limited from second charge basis to first charge basis, to secure the working capital facilities availed by the Company in the ordinary course of business from time to time, subject however, that the overall borrowing shall not exceed the limits prescribed under Section 180(1)(c) of the Companies Act, 2013. Presently, the Company has availed working capital facilities of ₹ 32.00 crores from Axis Bank Limited.

None of the directors and/or key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors recommend passing of the proposed Special Resolution as set out at Item No. 6 of the Notice.



## NOTICE (Contd..)

### Item No. 7

On the recommendation of the audit committee, the Board of Directors have approved the re-appointment of M/s D. Radhakrishnan & Co., Cost Accountants (Registration No. 000018), being eligible and having sought re-appointment, as cost auditor of the Company, to conduct audit of the cost accounting records maintained by the Company for the financial year ending 31st March, 2026 for a remuneration of ₹ 40,000/- (Rupees Forty Thousand only) plus applicable taxes and re-imbursement of out of pocket expenses on actuals as required in terms of the Companies (Cost Records and Audit) Rules, 2014. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, consent of the members is sought for ratification of the remuneration payable to the cost auditor for the financial year ending 31st March, 2026.

None of the directors and/or key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board of Directors recommend passing of the proposed Ordinary Resolution as set out at Item No. 7 of the Notice.

By Order of the Board of Directors  
of **Cheviot Company Limited**

Sd/-

**Aditya Banerjee**

Company Secretary and Compliance Officer  
FCS 10954

Kolkata, 26th May, 2025

CIN: L65993WB1897PLC001409

Registered Office: 24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata - 700 016

Ph: +91 82320 87911/12/13 | Email: [cheviot@chevjute.com](mailto:cheviot@chevjute.com) | Website: [www.cheviotgroup.com](http://www.cheviotgroup.com)

# NOTICE (Contd.)

## ANNEXURE

Information in respect of directors seeking re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings":

1	Name	Mr. Abhishek Murarka	Mr. Harsh Vardhan Kanoria
2	DIN	00118310	00060259
3	Age	48 years	69 years
4	Nationality	Indian	Indian
5	Date of first appointment on the Board	25th May, 2023	28th August, 1975
6	Brief Resume	Mr. Abhishek Murarka, a commerce graduate, is in the employment of the Company since 8th October, 2010. He held the position of Chief General Manager before his elevation to the Board of Directors. He is handling administrative functions and material procurement. He has been working in the Jute Industry since 1998 and has overall knowledge of its operations.	Mr. Harsh Vardhan Kanoria, a commerce graduate, joined the Company as a director on 28th August, 1975. He was appointed as the Chairman and Managing Director from 1st August, 2000. His modernisation policies turned the conventional Jute Mill to a sophisticated jute manufacturing facility. Over the past years, the Company has seen immense growth under his leadership. He effectively promoted Jute products in the overseas markets.
7	Qualifications	Bachelor of Commerce from St. Xaviers College, Kolkata	Bachelor of Commerce from St. Xaviers College, Kolkata
8	Experience / Expertise in Specific Functional Areas	27 years of experience in Jute Sector. His expertise lies in administration and material procurement.	50 years of experience in Jute Sector. Insightful knowledge about the operations of the Jute Industry and exemplary leadership qualities.
9	Terms and conditions of re-appointment along with details of remuneration sought to be paid	Contractual appointment, liable to retire by rotation, as per terms and conditions including remuneration, to be determined by the Board within the limits approved by the members.	Contractual appointment, not liable to retire by rotation, as per terms and conditions including remuneration, to be determined by the Board within the limits approved by the members.
10	Remuneration last drawn	₹ 56.76 during the year ended 31st March, 2025	₹ 246.44 during the year ended 31st March, 2025
11	Number of Board Meetings attended during the financial year 2024-25	4 (four) out of 4 Board meetings held during the year	4 (four) out of 4 Board meetings held during the year
12	Directorship held in other listed companies (As on 31st March, 2025)	None	Jay Shree Tea and Industries Limited
13	Listed companies from which the person has resigned in the past three years	None	None
14	Directorship in unlisted companies (As on 31st March, 2025)	Cheviot Agro Industries Private Limited	1. Abhyadoot Finance and Investments Private Limited 2. Cheviot Agro Industries Private Limited 3. Elite (India) Private Limited 4. Harsh Investments Private Limited
15	Chairmanship / Membership of Committees of other Boards (As on 31st March, 2025)	None	Jay Shree Tea and Industries Limited: Chairman of Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee and Member of CSR Committee.
16	Shareholding in the Company including shareholding as a beneficial owner (As on 31st March, 2025)	1 ordinary share of face value of ₹ 10/- each	4,25,621 ordinary shares of face value of ₹ 10/- each
17	Relationship with other director(s)/other key managerial personnel(s) of the Company	None	Related to Mrs. Malati Kanoria (his spouse) and Mr. Utkarsh Kanoria (his son) on the Board of Directors.

### Notes:

- Mr. Abhishek Murarka was appointed as a Wholetime Director of the Company for a period of 5 (five) years with effect from 25th May, 2023 and is liable to retire by rotation at this AGM, and being eligible, offers himself for re-appointment. Upon re-appointment, he shall continue to hold the office of Wholetime Director for the unexpired term, as approved by the members at the 125th AGM held on 11th August, 2023. The Board of Directors recommend passing of the proposed Ordinary Resolution as set out at Item No. 3 of the Notice.
- The directors seeking re-appointment are not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as director, if appointed.

# COMMUNICATION ON TAX DEDUCTION ON DIVIDEND

Dear Member(s),

The Board of Directors of Cheviot Company Limited (the “**Company**”) at its meeting held on Monday, 26th May, 2025, have recommended a final dividend of ₹ 5/- (Rupees Five only) per ordinary share on **58,41,875** ordinary shares of face value of ₹ 10/- each (**50%**), amounting to ₹ **2,92,09,375/-** (Rupees Two Crores Ninety-Two Lakhs Nine Thousand Three Hundred Seventy-Five only) for the financial year ended 31st March, 2025, subject to approval of the members at the ensuing annual general meeting (AGM) of the Company convened to be held on **Thursday, 7th August, 2025**. Dividend, as recommended by the Board of Directors, if declared at the AGM, will be paid, subject to deduction of tax at source, on and from **Tuesday, 12th August, 2025** to those members, whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories at the close of business hours on **Thursday, 31st July, 2025**, being the **Record Date** fixed for the purpose of dividend.

Pursuant to the provisions of Section 194 and other applicable provisions, if any, of the Income Tax Act, 1961 (“**IT Act**”), the Company is now under an obligation to deduct tax at source (“**TDS**”) at the prescribed rates applicable to each category of members, wherever applicable, at the time of making the payment of dividend.

This communication provides a brief on the applicable TDS provisions under the IT Act for Resident and Non-Resident members and information/documents required from the members, whose name appear on the Record Date.

## A. Resident Member(s) :

1. No tax shall be deducted on dividend payable to resident individuals, if aggregate dividend does not exceed ₹ 10,000/- during the financial year 2025-26 and valid Permanent Account Number (“**PAN**”) is available.
2. In other cases, tax is required to be deducted at the rate of **10%** on dividend payable, where valid PAN is available. In absence of a valid PAN or inoperative PAN, tax at the rate of **20%** shall be deducted.
3. No tax shall be deducted on the dividend payable to Mutual Funds, Insurance Companies, Category I and II Alternative Investment Fund (AIF) established in India, New Pension System Trust, Government (Central/State), a corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income tax on its income, subject to specified conditions and submission of declaration as per **Annexure 1** with certified copies of documentary evidence.
4. No TDS will be applicable on dividend payable on furnishing of valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of sixty years with no tax liability on total income). Formats of Form 15G and Form 15H are enclosed as **Annexure 2** and **Annexure 3**, respectively. Please note that all the fields mentioned in the Form are mandatory and the Company may reject an incomplete Form.
5. TDS on dividend income will be deducted at lower/nil rate prescribed in the certificate issued u/s 197 of the IT Act, if valid certificate for financial year 2025-26 is submitted.

## B. For Non-resident Member(s):

1. TDS will be applicable at the rate of **20%** (plus applicable surcharge and cess) u/s 196D of the IT Act in case of Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs) and u/s 195 of the IT Act for other non-resident members.
2. TDS on dividend income will be deducted at lower/nil rate on submission of valid certificate for financial year 2025-26 issued u/s 197/195 of the IT Act.
3. Further, as per Section 90 of the IT Act, non-resident member has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member(s), if they are more beneficial to them. The non-resident member(s) may avail of Tax Treaty benefits on furnishing the following:
  - a) Self-attested copy of PAN. In case PAN is not available, provide information and documents as mentioned in Rule 37BC(2) of the Income-Tax Rules, 1962 (“**IT Rules**”);

## COMMUNICATION ON TAX DEDUCTION ON DIVIDEND (Contd..)

- b) Self-attested copy of valid Tax Residency Certificate (TRC) for current year obtained from the tax authorities of the country of which the member is a resident;
- c) Copy of Form 10F to be filed electronically;
- d) Self-declaration on letterhead of having no Permanent Establishment in India, beneficial ownership of shares and eligibility to claim treaty benefits as per **Annexure 4**; and
- e) In case of Foreign Institutional Investors and Foreign Portfolio Investors, copy of registration certificate issued by the Securities and Exchange Board of India.

Please note that the application of beneficial DTAA rate at the time of tax deduction on dividend shall be subject to completeness and satisfactory review by the Company, of the documents submitted by the non-resident member(s).

### C. Submission of documents and other matters:

1. The documents such as valid PAN, Form 15G/Form 15H/Self-declaration/documentary evidence etc. are required to be submitted, duly completed and signed, to the Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited ("**Registrar**") by email at mdpldc@yahoo.com or by post or through 'In Person Verification' at Registrar office at 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001 on or before Thursday, 31st July, 2025.
2. Members, who are eligible to obtain Aadhaar, are required to link their PAN with Aadhaar to keep their PAN operative.
3. Please update/verify your PAN and the residential status as per IT Act, if not done so already, with your respective Depository Participant(s) (in case of shares held in dematerialised form) and with the Registrar (in case of shares held in physical form) on or before Thursday, 31st July, 2025.
4. TDS will be calculated based on details of first holder / registered member / beneficial owner only as appearing on Record Date. Once tax is deducted, no transfer of such TDS in the name of another person shall be entertained under any circumstances.
5. Shareholders who wish to obtain certificate for lower/ NIL TDS deduction under Section 197 of the IT Act on dividend may approach the Company by email at investorservices@chevjute.com to collect the TAN.
6. TDS certificate will be sent to the members' registered email address in due course after payment of dividend and filing of TDS Return. Members will also be able to view the TDS details in Form 26AS from their e-filing account at <https://www.incometax.gov.in/iec/foportal/> where valid PAN is available.
7. Pursuant to Rule 37BA(2) of the IT Rules, in case, the dividend income is assessable to tax in the hands of a person other than the registered Member as on the Record Date, Thursday, 31st July, 2025, the registered member is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person on or before the Record Date, Thursday, 31st July, 2025. No request in this regard will be accepted by the Company after the said Record Date.
8. TDS on dividend in respect of ordinary shares of the Company, which have been transferred to Investor Education and Protection Fund ('IEPF') in terms of Section 124(6) of the Companies Act, 2013 and Rules framed thereunder or lying in the Unclaimed Suspense DEMAT account shall be determined on the basis of the shareholding of respective members entitled to those shares.
9. In case of incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate. In case TDS is deducted at a higher rate, an option is still available with the members to file the return of income and claim an appropriate refund, if eligible. Once TDS is deducted and deposited, no claim shall lie against the Company in relation to TDS.
10. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provide/to be provided by the member(s), such member(s) will be responsible to indemnify the Company and also, provide the Company with all valid information/documents and co-operation in the course of such tax proceedings.

## COMMUNICATION ON TAX DEDUCTION ON DIVIDEND (Contd..)

### D. Furnishing of PAN, Contact Details, Bank details etc.:

Members are requested to register/update their Bank account details to receive dividend directly in their bank account through Electronic Mode in a timely manner.

**Shares held in physical form:** Member(s) holding shares in physical form are requested to submit the following details/documents to the Registrar:

- Form ISR-1** along with supporting documents. The said form is available for download on the websites of the Company (<https://www.cheviotgroup.com>) and Registrar (<https://www.mdpl.in/>).
- Cancelled cheque in original having bank account number, MICR code, IFSC, etc. and bearing the name of the member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the cancelled cheque in original along with Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
- Self-attested copy of the PAN Card of all the holders; and
- Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Further, member(s) holding shares in physical form, whose folio(s) do not have PAN, contact details, bank account details or specimen signature updated, shall be eligible to receive dividend **only through electronic mode**, after furnishing of PAN and KYC details to the Registrar. An intimation shall be sent to the registered address of such member(s) whose folio is incomplete, informing that dividend is due and shall be made electronically only upon furnishing of PAN and KYC details to the Registrar.

Physical folios without PAN, KYC details and Nomination are uploaded on the website of the Company <https://www.cheviotgroup.com> under the TAB **"Communication to members holding shares in physical form"**. The Company will not withhold dividend pay-out in absence of only nomination in existing folios. However, members are encouraged in their own interest, to provide choice of nomination. Members holding shares in physical form are requested to make their folios KYC compliant by submitting relevant form (ISR-1/ISR-2/ISR-3/SH-13/SH-14) to the Registrar by email at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or by post or through 'In Person Verification' at Registrar office at 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700001. The forms are available for download on the websites of the Company (<https://www.cheviotgroup.com>) and Registrar (<https://mdpl.in/form>).

**Shares held in demat form:** Members holding shares in demat form may note that their bank account details as recorded with their respective Depository Participant(s) will be considered for remittance of dividend and the Company will not be able to accede to any direct request from such members for change/addition/deletion in such bank account details. Accordingly, members holding shares in demat form are requested to ensure that their Bank details are updated with their respective Depository Participant(s).

For any query, please contact our Registrar by email at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or by post at:

M/s Maheshwari Datamatics Private Limited  
(Unit: Cheviot Company Limited)  
23, R.N. Mukherjee Road,  
5th Floor, Kolkata 700 001 West Bengal  
Contact: (033) 2248 2248 / 2243 5029

Thank you for your kind co-operation in this regard.

By Order of the Board of Directors  
of Cheviot Company Limited

Sd/-

Aditya Banerjee

Company Secretary and Compliance Officer  
FCS 10954

Kolkata, 26th May, 2025

CIN: L65993WB1897PLC001409

Registered Office: 24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata - 700 016

Ph: +91 82320 87911/12/13 | Email: [cheviot@chevjute.com](mailto:cheviot@chevjute.com) | Website: [www.cheviotgroup.com](http://www.cheviotgroup.com)

Disclaimer: This communication should not be treated as an advice on tax matters from the Company or its Registrar, M/s Maheshwari Datamatics Private Limited. Members should consult with their own tax advisors for proper understanding of the tax provisions applicable in their case.

# COMMUNICATION ON TAX DEDUCTION ON DIVIDEND (Contd..)

## ANNEXURE – 1

### FORMAT FOR DECLARATION REGARDING CATEGORY AND BENEFICIAL OWNERSHIP OF SHARES

To,  
**Cheviot Company Limited**  
 24, Park Street,  
 Celica House, 9th Floor, Celica Park  
 Kolkata 700 016

**Subject: Declaration regarding Category and Beneficial Ownership of shares**

**Ref: PAN** <Mention PAN of Member>

**Folio Number/DP ID/Client ID** – <Mention all the account details>

With reference to the captioned subject, and in relation to the appropriate withholding of taxes on the Dividend payable to me/us by **Cheviot Company Limited** (the Company), I/We hereby declare as under:

1. I/We,.....<mention Full name of the member>, holding .....<mention number of shares held> ordinary share(s) of the Company as on the Record Date, hereby declare that I am/we are tax resident of India for the period April 2025-March 2026.

2. I/We hereby declare that <Select whichever is applicable>:

<input type="checkbox"/>	We are an Insurance Company and are the beneficial owner of the share(s) held in the Company and we are submitting self-attested copy of PAN Card.
<input type="checkbox"/>	We are a Mutual Fund specified in Section 10(23D) of the Income Tax Act, 1961 (the IT Act) and are the beneficial owner of the share(s) held in the Company and we are submitting self-attested copy of PAN Card and registration certificate.
<input type="checkbox"/>	We are Alternative Investment fund established in India and are the beneficial owner of the share(s) held in the Company and our income is exempt under Section 10(23FBA) of the IT Act and is governed by SEBI regulations as Category I or Category II AIF and we are submitting self-attested copy of the PAN card and registration certificate.
<input type="checkbox"/>	We are a Recognised Provident funds/Approved Superannuation fund/Approved Gratuity fund established in India and are the beneficial owner of the share(s) held in the Company and our income is exempt under Section 10 of the IT Act and are therefore covered under Circular No. 18/2017 issued by Central Board of Direct Taxes and we are submitting self-attested copy of the PAN card and registration certificate.
<input type="checkbox"/>	We are New Pension System Trust established in India and are the beneficial owner of the share(s) held in the Company and our income is exempt under Section 10(44) of the IT Act and being regulated by the provisions of the Indian Trusts Act, 1882 and we are submitting self-attested copy of the PAN card and registration certificate.
<input type="checkbox"/>	We are .....<mention category of the entity> and are the beneficial owner of the share(s) held in the Company and are not subject to tax deduction at source under Section 196 of the IT Act and we are submitting self-attested copy of the documentary evidence supporting the exemption status along with self-attested copy of PAN card.

3. I/We further indemnify the Company for any penal consequences arising out of any act of commission or omission initiated by the Company by relying on my/our above statement.

4. I/We hereby confirm that the above declaration should be considered to be applicable for all the shares held in the Company under PAN/Folios declared in this form.

For.....<Mention the name of the payee>

Place:  
 Date:

Signature.....  
 <Mention Name and designation of the person signing>



# COMMUNICATION ON TAX DEDUCTION ON DIVIDEND (Contd.)

## ANNEXURE – 2

### FORM NO. 15G

[See section 197A(1), 197A(1A) and rule 29C] [e-Form]

**Declaration under section 197A(1) and section 197A(1A) to be made by an individual or a person (not being a company or firm) claiming certain incomes without deduction of tax**

#### PART I

1. Name of Assessee (Declarant)		2. Permanent Account Number or Aadhaar Number of the Assessee		
3. Status	4. Previous year (P.Y.) (for which declaration is being made)		5. Residential Status	
6. Flat/Door/Block No.	7. Name of Premises	8. Road/Street/Lane		9. Area/Locality
10. Town/City/District	11. State	12. PIN		13. Email
14. Telephone No. (with STD Code) and Mobile No.		15. (a) Whether assessed to tax under the Income-tax Act, 1961 (b) If yes, latest assessment year for which assessed <input type="checkbox"/> Yes <input type="checkbox"/> No		
16. Estimated income for which this declaration is made		17. Estimated total income of the P.Y. in which income mentioned in column 16 to be included		
18. Details of Form No.15G other than this form filed during the previous year, if any				
Total No. of Form No.15G filed		Aggregate amount of income for which Form No.15G filed		
19. Details of income for which the declaration is filed				
Sl. No	Identification number of relevant investment/account, etc.	Nature of income	Section under which tax is deductible	Amount of income

.....  
Signature of the Declarant

#### Declaration/Verification

\*I/We.....do hereby declare that to the best of \*my/our knowledge and belief what is stated above is correct, complete and is truly stated. \*I/We declare that the incomes referred to in this form are not includible in the total income of any other person under sections 60 to 64 of the Income-tax Act, 1961. \*I/We further declare that the tax \*on my/our estimated total income including \*income/incomes referred to in column 16 \*and aggregate amount of \*income/incomes referred to in column 18 computed in accordance with the provisions of the Income-tax Act, 1961, for the previous year ending on ..... relevant to the assessment year ..... will be nil. \*I/We also declare that \*my/our \*income/incomes referred to in column 16 \*and the aggregate amount of \*income/incomes referred to in column 18 for the previous year ending on ..... relevant to the assessment year ..... will not exceed the maximum amount which is not chargeable to income-tax.

Place: .....

Date: .....

Signature of the Declarant

#### PART II

**[To be filled by the person responsible for paying the income referred to in column 16 of Part I]**

1. Name of the person responsible for paying		2. Unique Identification No.	
3. Permanent Account Number or Aadhaar Number of the person responsible for paying	4. Complete Address		5. TAN of the person responsible for paying
6. Email	7. Telephone No. (with STD Code) and Mobile No.		8. Amount of income paid
9. Date on which Declaration is received (DD/MM/YYYY)			10. Date on which the income has been paid/credited (DD/MM/YYYY)

Place: .....

Date: .....

Signature of the person responsible for paying the income referred to in column 16 of Part I

\* delete whichever is not applicable.

# COMMUNICATION ON TAX DEDUCTION ON DIVIDEND (Contd.)

## ANNEXURE – 3

### FORM NO. 15H

[See section 197A(1C) and rule 29C] [e-Form]

**Declaration under section 197A(1C) to be made by an individual who is of the age of sixty years or more claiming certain incomes without deduction of tax**

#### PART I

1. Name of Assessee (Declarant)		2. Permanent Account Number or Aadhaar Number of the Assessee		3. Date of Birth (DD/MM/YYYY)	
4. Previous year (P.Y.) (for which declaration is being made)		5. Flat/Door/Block No.		6. Name of Premises	
7. Road/Street/Lane	8. Area/Locality	9. Town/City/District	10. State		
11. PIN	12. Email	13. Telephone No. (with STD Code) and Mobile No.			
14 (a) Whether assessed to tax: <input type="checkbox"/> Yes <input type="checkbox"/> No (b) If yes, latest assessment year for which assessed					
15. Estimated income for which this declaration is made			16. Estimated total income of the P.Y. in which income mentioned in column 15 to be included		
17. Details of Form No.15H other than this form filed for the previous year, if any					
Total No. of Form No.15H filed			Aggregate amount of income for which Form No.15H filed		
18. Details of income for which the declaration is filed					
Sl. No.	Identification number of relevant investment/ account, etc.	Nature of income	Section under which tax is deductible	Amount of income	

.....  
Signature of the Declarant

#### Declaration/Verification

I .....do hereby declare that I am resident in India within the meaning of section 6 of the Income-tax Act, 1961. I also hereby declare that to the best of my knowledge and belief what is stated above is correct, complete and is truly stated and that the incomes referred to in this form are not includible in the total income of any other person under sections 60 to 64 of the Income-tax Act, 1961. I further declare that the tax on my estimated total income including \*income/incomes referred to in column 15 \*and aggregate amount of \*income/incomes referred to in column 17 computed in accordance with the provisions of the Income-tax Act, 1961, for the previous year ending on ..... relevant to the assessment year ..... will be nil.

Place: .....

Date: .....

.....  
Signature of the Declarant

#### PART II

**[To be filled by the person responsible for paying the income referred to in column 15 of Part I]**

1. Name of the person responsible for paying		2. Unique Identification No.	
3. Permanent Account Number or Aadhaar Number of the person responsible for paying	4. Complete Address	5. TAN of the person responsible for paying	
6. Email	7. Telephone No. (with STD Code) and Mobile No.	8. Amount of income paid	
9. Date on which Declaration is received (DD/MM/YYYY)		10. Date on which the income has been paid/ credited (DD/MM/YYYY)	

Place: .....

Date: .....

.....  
Signature of the person responsible for paying the income referred to in column 15 of Part I

\* delete whichever is not applicable.

## COMMUNICATION ON TAX DEDUCTION ON DIVIDEND (Contd..)

### ANNEXURE – 4

#### FORMAT FOR DECLARATION [To be printed on the letterhead of the non-resident member]

To,

**Cheviot Company Limited**

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

Dear Sir/Madam,

**Subject: : Self declaration for Financial Year (FY) 2025-26 to avail tax treaty benefits in relation to receipt of dividend income from Cheviot Company Limited ("the Company")**

With reference to above, I/We wish to declare as below:

1. I / We, ..... <Full name of the member>, having permanent account number (PAN) under the Income Tax Act, 1961 ("the IT Act") ..... <mention PAN, if available> and holding ..... <mention number of shares held> ordinary shares of the Company under demat account number/folio number ..... as on the record date, am / are a tax resident of ..... <mention name of the country> as defined under Article ..... of the tax treaty between India and ..... (name of the country for applicable tax treaty) and do not qualify as a 'resident' of India under Section 6 of the IT Act. A copy of the valid tax residency certificate for the period 1st April, 2025 to 31st March, 2026, is enclosed herewith.
2. I/We am/are eligible to be governed by the provisions of the DTAA as modified by Multilateral Instrument (MLI) (if applicable), in respect of the dividend income and meet all the necessary conditions to claim treaty rate.
3. I/We am/are the legal and beneficial owner of the share(s) held in the Company and dividend arising therefrom and I/we have the right to use and enjoy the dividend received/receivable from the above share(s) and such right is not constrained by any contractual and/or legal obligation to pass on such dividend to another person.
4. I/We do not have a Permanent Establishment ("PE") in India in terms of relevant Articles of the applicable tax treaty read with provisions laid down in MLI (if applicable) or a fixed base or a place of effective management in India and the amounts paid/payable to us, in any case, are not attributable to any PE or fixed base in India, if any, which may have got constituted otherwise. Further, I/We do not have a Business Connection in India according to the provisions of Section 9(1)(i) of the IT Act and the amounts paid/payable to us, in any case, are not attributable to business operations, if any, carried out in India.
5. I/We confirm that my affairs/affairs of ..... <Full name of the member> were arranged such that the main purpose or the principal purpose thereof was not to obtain tax benefits available under the applicable tax treaty.
6. Further, my/our claim for relief under the tax treaty is not restricted by application of Limitation of Benefit clause, if any, thereunder.
7. I/We hereby certify that the declarations made above are true and bonafide. In case in future, any of the declarations made above undergo a change, I/we undertake to promptly intimate you in writing of the said event. You may consider the above representations as subsisting unless intimated otherwise.
8. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by me/us, I/We will be responsible to pay and indemnify such income tax demand (including interest, penalty, etc.) and provide the Company with all information/documents that may be necessary and co-operate in the course of such tax proceedings.

For.....<Mention the name of the payee>

Signature.....

<Mention Name and designation of the person signing>

< Mention DP ID Client ID/Folio No> < Mention Contact address>

< Mention Email address> < Mention Contact Number>

Place:

Date:



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24, Park Street,

Celica House, 9th Floor, Celica Park,

Kolkata -700 016, West Bengal

Ph: +91 82320 87911/12/13 | Email: [cheviot@chevjute.com](mailto:cheviot@chevjute.com)

Website: [www.cheviotgroup.com](http://www.cheviotgroup.com)