

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twenty Fourth Annual General Meeting (AGM) of shareholders of Cholamandalam MS Risk Services Limited will be held on Tuesday the 23rd day of July 2019, at 5.15 PM, at the Registered Office of the Company - "Dare House" No.2, N.S.C Bose Road, Chennai – 600 001 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of financial statements:

To consider and if deemed fit, to pass with or without modification(s) the following as an **Ordinary Resolution**:

RESOLVED THAT the Report of Directors, the Report of Auditors and the Audited Statement of Profit and Loss for the year ended March 31, 2019, the Balance Sheet and the cash flow statement as at that date as circulated to the members, be and are hereby considered, approved and adopted.

2. Declaration of dividend:

To consider and if deemed fit, to pass with or without modification(s) the following as an **Ordinary Resolution**:

RESOLVED THAT a dividend of Rs. 2.50/- per equity share of Rs.10/- each (25%) as recommended by the board of directors be and is hereby declared for the year ended March 31, 2019 and be paid to those members in case of shares held in physical form, whose names appear in the register of members, and in case of shares held in dematerialised form, as per the details furnished by the depositories for this purpose as on July 23, 2019.

3. Appointment of director:

To consider and if deemed fit, to pass with or without modification(s) the following as an **Ordinary Resolution**:

RESOLVED THAT Mr. SS. Gopalarathnam (DIN: 02060399), who retires by rotation, be and is hereby re-appointed as a Director of the Company.

4. Appointment of auditors:

To ratify the appointment of statutory auditors and fix their remuneration and in this regard, to consider and if deemed fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:



Cholamandalam MS Risk Services Limited

(An ISO 9001 : 2015 Certified Company)

"Dare House" No.2, NSC Bose Road, Chennai - 600 001, India.

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PAN No. : AABCC6610Q

CIN : U74140TN1994PLC029257 / GSTIN : 33AABCC6610Q1ZL



RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s Brahmayya & Co., Chartered Accountants, bearing Registration No. 000511S, as statutory auditors of the Company from the conclusion of this meeting till the conclusion of twenty fifth annual general meeting of the Company be and is hereby ratified at a remuneration of Rs 3,15,000/- per annum (statutory audit fees: Rs 3,00,000/- and out of pocket expenses upto amount of Rs 15,000/- (to be incurred by them in connection with the aforesaid audit) plus applicable taxes, as recommended by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to the statutory auditors of the Company, from time to time including the actual travelling and out of pocket expenses incurred by them in connection with the audit, in addition to taxes as applicable during their term of appointment till the conclusion of twenty sixth annual general meeting.

SPECIAL BUSINESS:

5. Appointment of Mr. Sridharan Rangarajan as Director:

To consider and if deemed fit, to, pass, with or without modification(s) the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sridharan Rangarajan (DIN: 01814413), be and is hereby appointed as a Director of the Company and is liable to retire by rotation.”

6. Appointment of Mr. V Suryanarayanan as Director:

To consider and if deemed fit, to, pass, with or without modification(s) the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. V Suryanarayanan (DIN: 01416824), be and is hereby appointed as a Director of the Company and is liable to retire by rotation.”



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7. Appointment of Mr. Hideo Yoshida as Director:

To consider and if deemed fit, to, pass, with or without modification(s) the following as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Hideo Yoshida (DIN: 08384830), be and is hereby appointed as a Director of the Company and is liable to retire by rotation."

8. Appointment of Mr. Takashi Kishi as Director:

To consider and if deemed fit, to, pass, with or without modification(s) the following as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Takashi Kishi (DIN: 08381603), be and is hereby appointed as a Director of the Company and is liable to retire by rotation."

9. Appointment of Mr. Shinji Ueki as Director:

To consider and if deemed fit, to, pass, with or without modification(s) the following as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Shinji Ueki (DIN: 08383896), be and is hereby appointed as a Director of the Company and is liable to retire by rotation."

By Order of the Board



Date: April 22, 2019
Place: Chennai

M.Sundar
Company Secretary



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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED IN THE FORMAT SENT HEREWITH, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of businesses set out in item nos.5 to 9 is annexed hereto.
4. The dividend of Rs. 2.50/- per equity share of the Company, as recommended by the Board, if declared at the AGM, will be paid, subject to the provisions of the Act, to those members or their mandates, in case of shares held in physical form, whose names appear in the register of members, and in case of shares held in dematerialised form, as per the details furnished by the depositories for this purpose as on July 23, 2019. Members are encouraged to utilise the Electronic Clearing Service (ECS) for receiving dividends by registering their bank mandates.
5. Members holding shares in electronic form may note that bank particulars registered with their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Cameo Corporate Services Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members. Members are requested to intimate immediately any change in their address, if any, to the Registered Office of the Company.
6. Relevant documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on working days up to the date of the annual general meeting.

Date: April 22, 2019
Place: Chennai

By Order of the Board



M.Sundar
Company Secretary



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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no.5:

Brief profile of Mr. Sridharan Rangarajan:

Mr. Sridharan Rangarajan is a commerce graduate and is a Member of Institute of Chartered Accountants of India and is a graduate member of Institute of Cost Accountants of India. He has over 29 years of rich experience in the areas of Banking, Manufacturing, Contracting, Service and Distribution business experience.

He is a Board member of Cholamandalam MS General Insurance Company Limited, Net Access India Limited, Cholamandalam Home Finance Limited, Cholamandalam Health Insurance Limited and Cholamandalam Financial Holdings Limited (formerly TI Financial Holdings Limited).

Mr. Sridharan Rangarajan is currently the President & Group CFO of Murugappa group. Mr. Sridharan Rangarajan has attended three Board meetings held during the financial year ended 31st March 2019. He does not hold any shares of the Company.

The Board at its meeting held on October 24, 2018 appointed Mr. Sridharan Rangarajan as additional director pursuant to the provisions of section 161 of the Companies Act, 2013. Mr. Sridharan Rangarajan will hold office upto the date of this annual general meeting.

As per Shareholders agreement, Mr. Sridharan Rangarajan is a representative of Murugappa Group, on the Board of the Company.

The Company has received notice in writing from one of the members in accordance with section 160 of the Act, proposing the candidature of Mr. Sridharan Rangarajan, as Director on the Board.

The Board recommends the appointment of Mr. Sridharan Rangarajan as director liable to retire by rotation to the members for approval.

Memorandum of Interest:

Except Mr. Sridharan Rangarajan, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution.



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Item No.6:

Brief profile of Mr. V Suryanarayanan:

Mr. V Suryanarayanan is a commerce graduate and is a Member of Institute of Chartered Accountants of India, Institute of Company Secretaries of India and Insurance Institute of India. He has also done an advanced management program in INSEAD University, Paris.

He has over 31 years of rich experience in the areas of Credit, Process Centre, Treasury, Insurance and Finance.

He is currently the President and Chief Operating Officer of Cholamandalam MS General Insurance Company Limited, and a Board member of Cholamandalam Health Insurance Limited. He has been associated with the Murugappa Group for nearly 22 years since 1996.

Mr. V Suryanarayanan has attended three Board meetings held during the financial year ended 31st March 2019. He does not hold any shares of the Company.

The Board at its meeting held on October 24, 2018 appointed Mr. V Suryanarayanan as additional director pursuant to the provisions of section 161 of the Companies Act, 2013. As per the said provisions, Mr. V Suryanarayanan will hold office upto the date of this annual general meeting.

As per Shareholders agreement, Mr. V Suryanarayanan is a representative of Murugappa Group, on the Board of the Company.

The Company has received notice in writing from one of the members in accordance with section 160 of the Act, proposing the candidature of Mr. V Suryanarayanan, as Director on the Board.

The Board recommends the appointment of Mr. V Suryanarayanan as director liable to retire by rotation to the members for approval.

Memorandum of Interest:

Except Mr. V Suryanarayanan, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution.

Item No.7:

Brief profile of Mr. Hideo Yoshida:

Mr. Hideo Yoshida is a graduate from Keio University and is currently the Associate Director, East Asia and India Division of Mitsui Sumitomo Insurance Co., Ltd. He has over 34 years of experience in the insurance industry. He is currently a Director in Mitsui Sumitomo Insurance (China) Co., Ltd and Interrisk Consulting (Shanghai) Co. Ltd.



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The Board at its meeting held on March 11, 2019 appointed Mr. Hideo Yoshida as additional director w.e.f April 1, 2019 , pursuant to the provisions of section 161 of the Companies Act, 2013. As per the said provisions, Mr. Hideo Yoshida will hold office upto the date of this annual general meeting. He does not hold any shares of the Company.

As per Shareholders agreement, Mr. Hideo Yoshida is a representative of Mitsui Sumitomo Insurance Company Limited, on the Board of the Company.

The Company has received notice in writing from one of the members in accordance with section 160 of the Act, proposing the candidature of Mr. Hideo Yoshida, as Director on the Board.

The Board recommends the appointment of Mr. Hideo Yoshida as director liable to retire by rotation to the members for approval.

Memorandum of Interest:

Except Mr. Hideo Yoshida, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution.

Item No.8:

Brief profile of Mr. Takashi Kishi:

Mr. Takashi Kishi is a graduate in Business and Commerce from Keio University and has over 30 years of experience in Insurance industry. He is currently the Whole-time director of Cholamandalam MS General Insurance Company Limited. He was previously the Executive Vice President- J& K Division in Cholamandalam MS General Insurance Company Limited for a period of 3 years.

The Board at its meeting held on March 11, 2019 appointed Mr. Takashi Kishi as additional director w.e.f April 1, 2019, pursuant to the provisions of section 161 of the Companies Act, 2013. As per the said provisions, Mr. Takashi Kishi will hold office upto the date of this annual general meeting. He does not hold any shares of the Company.

As per Shareholders agreement, Mr. Takashi Kishi is a representative of Mitsui Sumitomo Insurance Company Limited, on the Board of the Company.

The Company has received notice in writing from one of the members in accordance with section 160 of the Act, proposing the candidature of Mr. Takashi Kishi, as Director on the Board.

The Board recommends the appointment of Mr. Takashi Kishi as director liable to retire by rotation to the members for approval.

Memorandum of Interest:

Except Mr. Takashi Kishi, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution.

Item No.9:

Brief profile of Mr. Shinji Ueki:

Mr. Shinji Ueki is holds a Master's Degree in Engineering from Yokohama National University. He has over 30 years of experience in general insurance industry. He is currently the Managing Director of Interrisk Asia Pte Ltd.

The Board at its meeting held on March 11, 2019 appointed Mr. Shinji Ueki as additional director w.e.f April 1, 2019, pursuant to the provisions of section 161 of the Companies Act, 2013. As per the said provisions, Mr. Shinji Ueki will hold office upto the date of this annual general meeting. He does not hold any shares of the Company.

As per Shareholders agreement, Mr. Shinji Ueki is a representative of Mitsui Sumitomo Insurance Company Limited, on the Board of the Company.

The Company has received notice in writing from one of the members in accordance with section 160 of the Act, proposing the candidature of Mr. Shinji Ueki, as Director on the Board. The Board recommends the appointment of Mr. Shinji Ueki as director liable to retire by rotation to the members for approval.

Memorandum of Interest:

Except Mr. Shinji Ueki, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution.

By Order of the Board

Date: April 22, 2019
Place: Chennai


M.Sundar
Company Secretary



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ATTENDANCE SLIP

Name & Address of the Shareholder:

I/ We hereby certify that I /We am / are registered Member / Proxy for the registered Member of the Company and hereby record my / our presence at the 24th Annual General Meeting of the Company being held on Tuesday, July 23, 2019 at 5.15 P.M at the registered office of the Company or at any adjournment thereof I respect of such resolutions as mentioned in the notice.

Member folio / Client ID No.*

Member's / Proxy's name
Block letters

Signature of Member / in
Proxy

*Applicable for members holding shares in electronic form

NOTE: Members / Proxies to Members are requested to sign and handover this slip at the entrance of the venue of the meeting.



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FORM NO. MGT - 11

PROXY FORM

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered Address :

E-mail ID

Folio No./ Client ID:

DP ID:

I/We being the Member(s) of _____ equity shares of Rs. 10 each of the above Company, hereby appoint:

1. _____ of _____ having e-mail id _____ or failing him / her
2. _____ of _____ having e-mail id _____ or failing him / her
3. _____ of _____ having e-mail id _____ or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Tuesday, July 23, 2019 at 5.15 PM at 'the registered office of the Company and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

1. Adoption of the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.
2. To declare a dividend of Rs. 2.50/- per share at the rate of 25% on the equity share capital of the Company for the year ended March 31, 2019.
3. To appoint a Director in the place of Mr. SS. Gopalarathnam (DIN: 02060399), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of M/s. Brahmayya & Co., Chartered Accountants, bearing Registration No. 000511S as statutory auditors of the Company from the conclusion of this annual general meeting till the conclusion of the next annual general meeting.
5. To appoint Mr. Sridharan Rangarajan as Director, liable to retire by rotation.
6. To appoint Mr. V Suryanarayanan as Director, liable to retire by rotation.
7. To appoint Mr. Hideo Yoshida as Director, liable to retire by rotation.
8. To appoint Mr. Takashi Kishi as Director, liable to retire by rotation.
9. To appoint Mr. Shinji Ueki as Director, liable to retire by rotation.

Signed: this _____ day of _____ 2019

Signature of Member(s): _____

Signature of the Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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CHOLAMANDALAM MS RISK SERVICES LIMITED

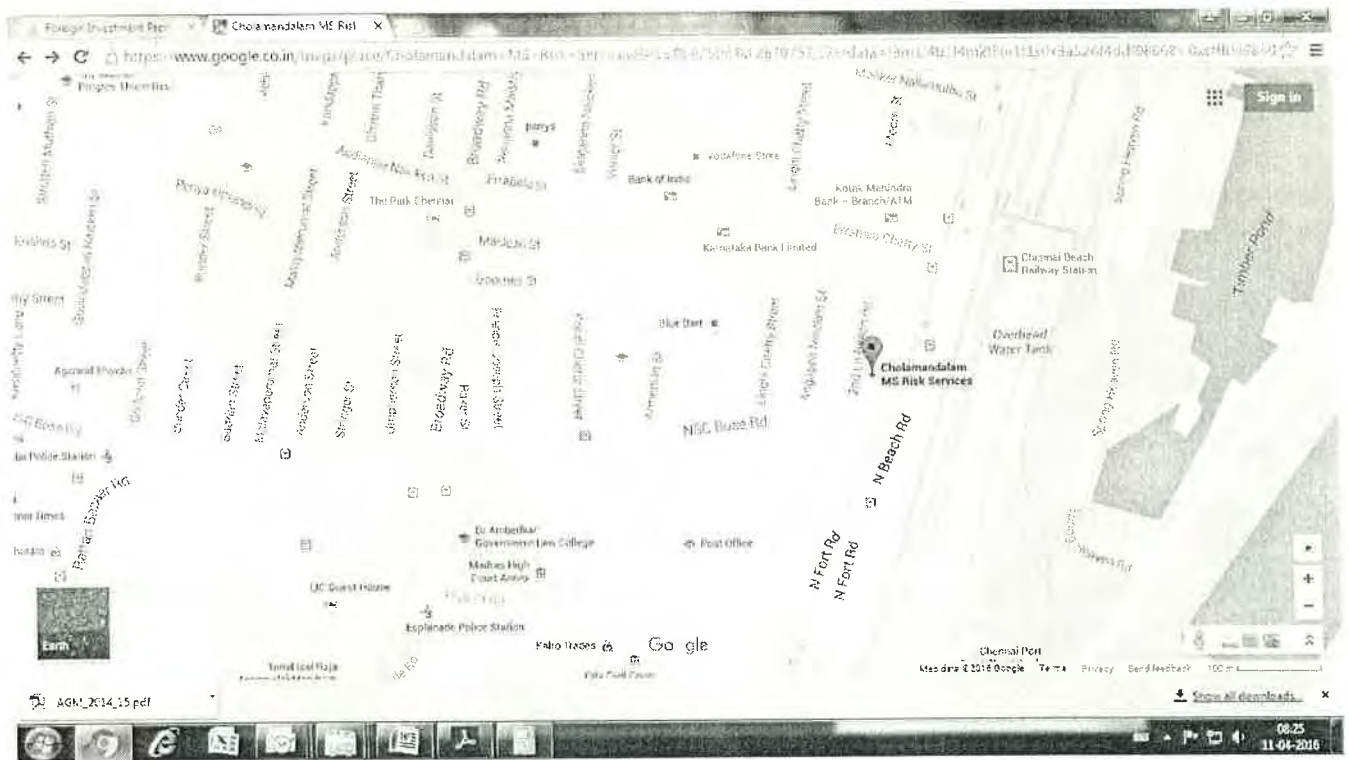
ROUTE MAP ALONGWITH PROMINENT LANDMARK

Day: Tuesday

Date: 23.07.2019

Time: 5.15PM

Venue: "Dare House" No.2, N.S.C Bose Road, Chennai – 600001.



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