

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 28<sup>th</sup> (Twenty Eighth) Annual General Meeting (AGM) of the Members of Cholamandalam MS Risk Services Limited will be held on Friday, the 21<sup>st</sup> day of July, 2023, at 10:45 A.M Indian Standard Time (IST) at the Registered Office of the Company at Dare House, No.2, NSC Bose Road, Parrys, Chennai – 600001:

### **ORDINARY BUSINESSES:**

1. ***Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, and the report of the Directors and Auditors thereon:***

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

**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, including Balance Sheet as at March 31, 2023, the Audited Statement of Profit and Loss, the Audited Cash Flow Statement for the year ended March 31, 2023, and the Report of Directors and Report of Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.

2. ***Declaration of Dividend for the Financial Year 2022-23:***

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 as recommended by the board of directors be and is hereby declared for the financial year 2022-23, 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 Record date.

3. ***Appointment of a Director in place of Mr. Sridharan Rangarajan (DIN- 01814413) who retires by rotation and being eligible, offers himself for re-appointment:***

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

**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sridharan

### **Cholamandalam MS Risk Services Limited**

( An ISO 9001 : 2015 Certified Company )

**Reg. Off.:** "Dare House" No.2, NSC Bose Road, Chennai - 600 001, India.

**Comm. Add.:** Gee Gee Universal, 6th Floor, No. 2, Mc Nichols Road, Chetpet, Chennai - 600 031, India. Tel.: +91 44 4366 5000. [www.cholarisk.com](http://www.cholarisk.com)

**PAN No. :** AABCC6610Q

**CIN :** U74140TN1994PLC029257 / **GSTIN :** 33AABCC6610Q1ZL



Rangarajan (DIN: 01814413), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

**SPECIAL BUSINESS:**

**4. Appointment of Mr. Hayaki Ezaki (DIN: 10126414) as a 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, 161 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Hayaki Ezaki (DIN: 10126414), be and is hereby appointed as a Non- Executive Director of the Company, who shall be liable to retire by rotation.

Place: Chennai  
Date: April 27, 2023



By Order of the Board



**M Sundar**  
Company Secretary



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**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the company. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company. A member holding more than ten percent of the total share Capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of company(s) etc., must be supported by an appropriate resolution/authority, as applicable.
2. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
3. Corporate members intending to nominate their authorized representatives to participate in 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 to the designated email ID [sundarm1@cholams.murugappa.com](mailto:sundarm1@cholams.murugappa.com).
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of businesses set out in item no.4 is annexed hereto.
5. The dividend of Rs.2.50/- per equity share of the Company, as recommended by the Board at its meeting held on April 27, 2023, if approved 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 21, 2023. Members are encouraged to utilise the Electronic Clearing Service (ECS) for receiving dividends by registering their bank mandates.
6. Members holding shares in electronic form may note that particulars registered with their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars or 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.



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ALLIANCE

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, 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.
8. Members are requested to intimate immediately any change in their e-mail address, if any, to enable the Company to service various notice(s), reports, documents, etc. in the electronic mode.
9. Route map for venue of the Meeting is enclosed.

Place: Chennai  
Date: April 27, 2023



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.4:**

Mr. Hayaki Ezaki (DIN: 10126414) was appointed as an Additional Director of the Company with effect from April 27, 2023, by the Board of Directors in place of Mr. Makoto Hattori, who had resigned from the office of Director with effect from closing hours of March 31, 2023. Pursuant to the provisions of section 161 of the Act, Mr. Hayaki Ezaki will hold office upto the date of this annual general meeting.

The Company has received a letter from Mitsui Sumitomo Insurance Company Limited (MSI) nominating Mr. Hayaki Ezaki as a Director of Cholamandalam MS Risk Services Ltd under article 104(4) of the Articles of Association of the Company.

The Company has received notice in writing under Section 160(1) of the Act from a Member proposing the candidature of Mr. Hayaki Ezaki for the office of the Director of the Company.

Brief profile of Mr. Hayaki Ezaki is furnished below.

***Profile of Mr. Hayaki Ezaki:***

Mr. Hayaki Ezaki, aged 34 years, holds degree in Master of Science in Geoscience from University of Tsukuba, Ibaraki, Japan. Mr. Hayaki Ezaki has held various positions in InterRisk Research institute & Consulting, Inc from the year 2013 to 2023. Mr. Hayaki Ezaki is currently working as President, Managing Director of InterRisk Asia (Thailand) Co., Ltd.

Mr. Hayaki Ezaki is not on the Board / Committees of any other Company.

Mr. Hayaki Ezaki does not hold any shares in the Company.

Mr. Hayaki Ezaki is not related to any other Director or Key Managerial Personnel of the Company or their relatives.

***Memorandum of Interest:***

None of the directors and key managerial personnel of the company, other than Mr. Hayaki Ezaki and the relatives of the directors and key managerial personnel is concerned or interested financially or otherwise in the resolution set forth in item no.4 of the notice.

Place: Chennai

Date: April 27, 2023

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By Order of the Board



M Sundar  
Company Secretary



## 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 28<sup>th</sup> Annual General Meeting of the Company being held on Friday, July 21, 2023 at 10:45 A.M at the registered office of the Company or at any adjournment thereof in respect of such resolutions as mentioned in the notice.

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Member folio / Client ID No.\*

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Member's / Proxy's name  
in Block letters

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Signature of Member / 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.**

**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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, July 21, 2023, at 10:45 A.M 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, 2023, 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. Declaration of Dividend for the Financial Year 2022-23.
3. To appoint a director in the place of Mr. Sridharan Rangarajan who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint Mr. Hayaki Ezaki as a Director of the Company;

Signed: this \_\_\_\_\_ day of \_\_\_\_\_, 2023

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.**

## CHOLAMANDALAM MS RISK SERVICES LIMITED

### ROUTE MAP ALONG WITH PROMINENT LANDMARK

Day: Friday

Date: July 21, 2023

Time: 10:45 A.M

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

