

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th (Twenty Ninth) Annual General Meeting (AGM) of the Members of Cholamandalam MS Risk Services Limited will be held on Friday, the 26th day of July, 2024, at 09:30 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 BUSINESSSES:

1. ***Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, 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, 2024, including Balance Sheet as at March 31, 2024, the Audited Statement of Profit and Loss, the Audited Cash Flow Statement for the year ended March 31, 2024, 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 2023-24:***

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. 3/- per equity share of Rs.10/- each as recommended by the board of directors be and is hereby declared for the financial year 2023-24, 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. Naoki Takeda (DIN- 09524037) 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. Naoki Takeda (DIN: 09524037), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

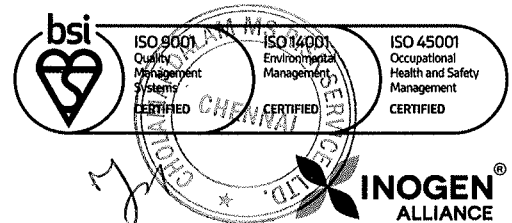
Cholamandalam MS Risk Services Limited

Reg. Off.: "Dare House" 2nd Floor, No.2, NSC Bose Road,

Chennai - 600 001, India. ☎ +91 44 2530 6703 / 04 / 05

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PAN No. : AABCC6610Q CIN : U74140TN1994PLC029257



SPECIAL BUSINESS:

4. Appointment of Mr. Shyam Chakravarthi Raman (DIN: 06847718) 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. Shyam Chakravarthi Raman (DIN: 06847718), be and is hereby appointed as a Non-Executive Director of the Company, who shall be liable to retire by rotation.

5. Appointment of Mr. Venugopalan Srinivasan (DIN: 10379822) 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. Venugopalan Srinivasan (DIN: 10379822), be and is hereby appointed as a Non-Executive Director of the Company, who shall be liable to retire by rotation.

6. Approval of Appointment of Mr. Osamu Akine (DIN: 10531445) as a Director:

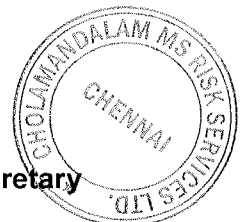
To consider and if deemed fit, to pass, with or without modification(s) the following as an **Ordinary Resolution:**

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. Osamu Akine (DIN: 10531445), be and is hereby appointed as a Non- Executive Director of the Company, who shall be liable to retire by rotation.

By Order of the Board

Place: Chennai
Date: April 26, 2024


M Sundar
Company Secretary

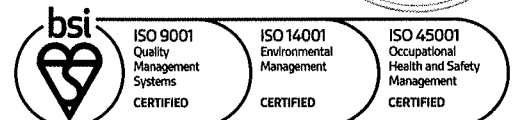


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NOTES:

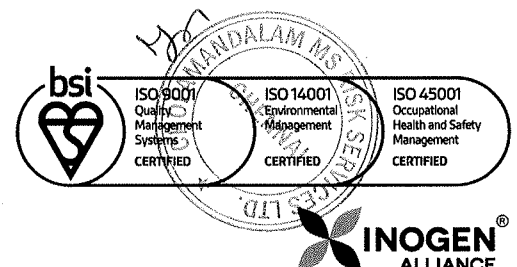
1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the company. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, 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.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of businesses set out in item no.4, 5 and 6 is annexed hereto.
5. The dividend of Rs.3/- per equity share of the Company, as recommended by the Board at its meeting held on April 26, 2024, 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 26, 2024. 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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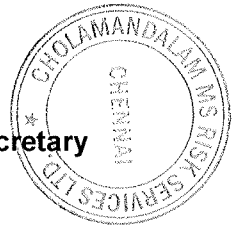


7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, are available for inspection at the registered office 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.

By Order of the Board



M Sundar
Company Secretary



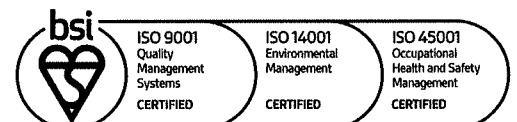
Place: Chennai
Date: April 26, 2024

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ANNEXURE TO THE NOTICE

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

Item No.4:

Mr. Shyam Chakravarthi Raman (DIN: 06847718) was appointed as an Additional Director of the Company with effect from July 22, 2023, by the Board of Directors of the Company. Pursuant to the provisions of section 161 of the Act, Mr. Shyam Chakravarthi Raman will hold office upto the date of this annual general meeting.

The Company has received a letter from Cholamandalam Financial Holdings Limited (CFHL) nominating Mr. Shyam Chakravarthi Raman 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. Shyam Chakravarthi Raman for the office of the Director of the Company.

Brief profile of Mr. Shyam Chakravarthi Raman is furnished below.

Profile of Mr. Shyam Chakravarthi Raman:

Mr. Shyam Chakravarthi Raman, aged 62 years, holds degree in Bachelor of Engineering (Mechanical) from PSG College of Technology, Coimbatore and PGDM from Indian Institute of Management, Calcutta. Mr. Shyam Chakravarthi Raman has served in various capacities in Murugappa Group from the year 1998, initially in the financial services companies and subsequently in the Group Corporate Office in Human Resources. Mr. Shyam Chakravarthi Raman is currently working as EVP of Group Corporate HR function of Murugappa Group.

Mr. Shyam Chakravarthi Raman is a Director on the Board of Murugappa Management Services and Triumph Electoral Trust. He is not on the Committees of any other Company.

Mr. Shyam Chakravarthi Raman does not hold any shares in the Company.

Mr. Shyam Chakravarthi Raman 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. Shyam Chakravarthi Raman 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.

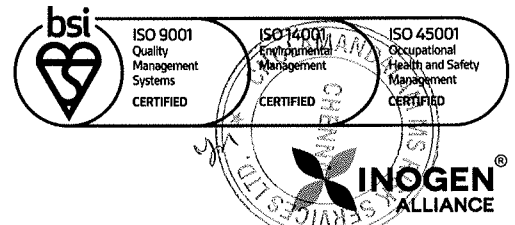
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Item No.5:

Mr. Venugopalan Srinivasan (DIN: 10379822) was appointed as an Additional Director of the Company with effect from November 15, 2023, by the Board of Directors in place of Mr. Sridharan Rangarajan, who had resigned from the office of Director with effect from closing hours of October 24, 2023. Pursuant to the provisions of section 161 of the Act, Mr. Venugopalan Srinivasan will hold office upto the date of this annual general meeting.

The Company has received a letter from Cholamandalam Financial Holdings Limited (CFHL) nominating Mr. Venugopalan Srinivasan 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. Venugopalan Srinivasan for the office of the Director of the Company.

Brief profile of Mr. Venugopalan Srinivasan is furnished below.

Profile of Mr. Venugopalan Srinivasan:

Mr. Venugopalan Srinivasan, aged 59 years, holds Associate Member of the Institute of Chartered Accountants of India and Associate Member of the Insurance Institute of India. Mr. Venugopalan Srinivasan has 35 years of experience across Finance, Accounts, Taxation and Investments in the general insurance industry in India. He had worked as Chief Financial Officer in Future General India Insurance Co Ltd and Royal Sundaram Alliance Insurance. Mr. Venugopalan Srinivasan is currently working as Chief Financial Officer of Cholamandalam MS General Insurance Company Limited.

Mr. Venugopalan Srinivasan is not on the Board / Committees of any other Company.

Mr. Venugopalan Srinivasan does not hold any shares in the Company.

Mr. Venugopalan Srinivasan 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. Venugopalan Srinivasan 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.5 of the notice.

Item no. 6:

Mr. Osamu Akine (DIN- 10531445) was appointed as an Additional Director of the Company with effect from April 01, 2024, by the Board of Directors in place of Mr. Tsutomu Aoki, who had resigned from the office of Director with effect from closing hours of March 31, 2024. Pursuant to

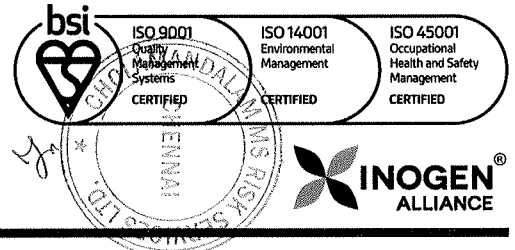
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the provisions of section 161 of the Act, Mr. Osamu Akine will hold office upto the date of this annual general meeting.

The Company has received a letter from Mitsui Sumitomo Insurance Company Limited (MSI) nominating Mr. Osamu Akine 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. Osamu Akine for the office of the Director of the Company.

Brief profile of Mr. Osamu Akine is furnished below.

Profile of Mr. Osamu Akine:

Mr. Osamu Akine has over 28 years of experience in insurance industry. He has graduated from Kobe University, Japan, in the Faculty of Business Administration. Mr. Osamu Akine has held various leadership positions in MSI and its group entities. He was heading the Marine Section General Production Department in MSI, Japan.

Mr. Osamu Akine is a Whole-time Director of Cholamandalam MS General Insurance Company Limited (Chola MS) and is also a member of Investment Committee, Business Committee, Policyholders Protection Committee and Corporate Social Responsibility and Environmental, Social & Governance Committee of Chola MS.

Mr. Osamu Akine does not hold any shares in the Company.

Mr. Osamu Akine 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. Osamu Akine 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.6 of the notice.

By Order of the Board

Place: Chennai

Date: April 26, 2024



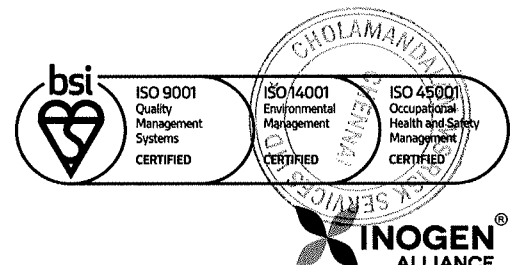
M Sundar
Company Secretary

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PAN No. : AABCC6610Q CIN : U74140TN1994PLC029257



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 29th Annual General Meeting of the Company being held on Friday, July 26, 2024 at 09:30 A.M. at the registered office of the Company or at any adjournment thereof in respect of such resolutions as mentioned in the notice.

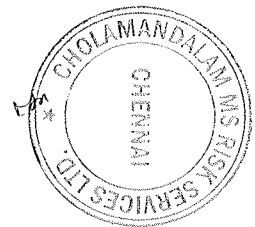
Member folio / Client ID No.*

Member's / Proxy's name
in Block letters

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.

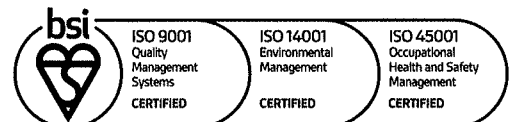


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FORM NO. MGT – 11

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Friday, July 26, 2024, at 09:30 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, 2024, 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 2023-24;
3. To appoint a director in the place of Mr. Naoki Takeda who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint Mr. Shyam Chakravarthi Raman as a Director of the Company;
5. To appoint Mr. Venugopalan Srinivasan as a Director of the Company;
6. To appoint Mr. Osamu Akine as a Director of the Company.

Signed: this _____ day of _____ 2024

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

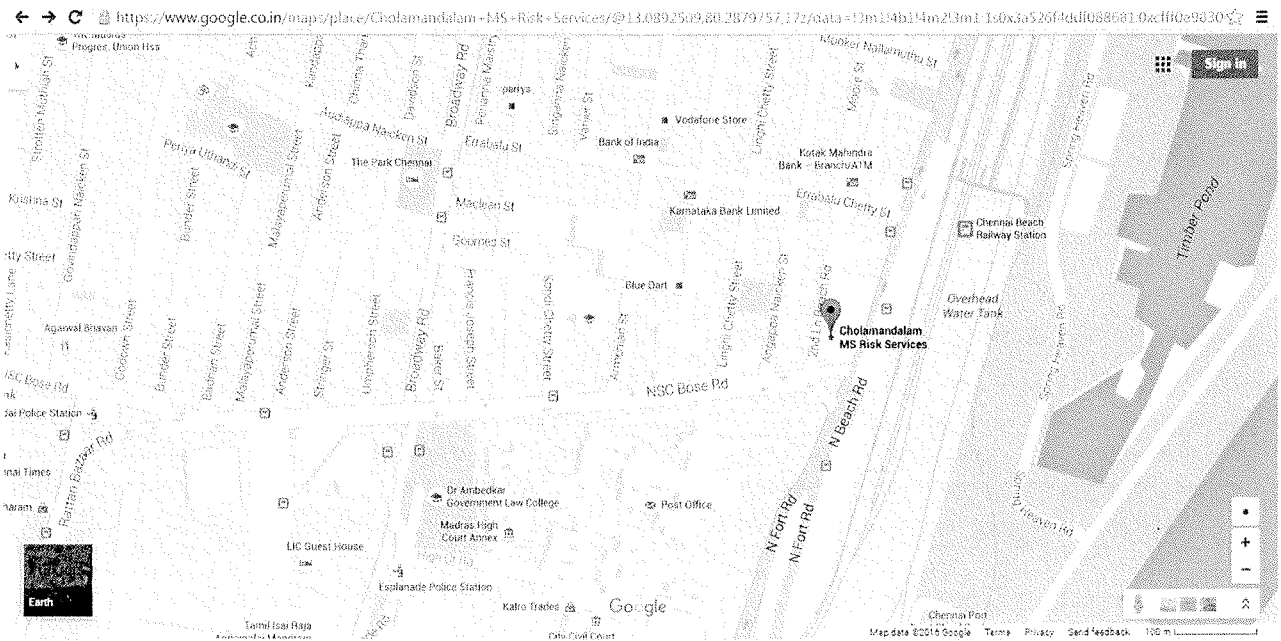
ROUTE MAP ALONG WITH PROMINENT LANDMARK

Day: Friday

Date: July 26, 2024

Time: 09:30 A.M.

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



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