

## **NOTICE TO SHAREHOLDERS**

**NOTICE** is hereby given that the Twenty Second Annual General Meeting (AGM) of shareholders of Cholamandalam MS Risk Services Limited will be held at a shorter notice on Tuesday, the 25<sup>th</sup> day of July 2017, at 4.55 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, 2017, and the Balance Sheet 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/- per equity share of Rs.10/- each (20%) as recommended by the board of directors be and is hereby declared for the year ended March 31, 2017 and be paid to those members whose names appear in the register of members as on 25 July, 2017.

#### **3. Appointment of directors:**

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

**RESOLVED THAT** Mr. N Srinivasan (DIN: 00123338), who retires by rotation, being eligible, be and is hereby re-appointed as a Director of the Company.

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

**RESOLVED THAT** Mr. Takahiko Shibakawa (DIN: 07099972), who retires by rotation, being eligible, be and is hereby re-appointed as a Director of the Company.



**Cholamandalam MS Risk Services Limited**

( An ISO 9001 : 2008 Certified Company )

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

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Ahmedabad & Kuwait

PAN No. AABCC6610Q

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CIN: U74140TN1994PLC029257  
GSTIN: 33AABCC6610Q1ZL

#### 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**:

**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 third annual general meeting of the Company be and is hereby ratified at a remuneration of Rs 2,65,000/- per annum (statutory audit fees: Rs 2,50,000/- & out of pocket expenses (incurred by them in connection with the aforesaid audit) : Rs 15,000/-) plus applicable taxes, as recommended by the Board of Directors of the Company.

#### SPECIAL BUSINESS:

#### 5. Amendment of Articles of Association:

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

**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, the new set of Articles of Association, as circulated, be and are hereby approved and adopted in substitution and to the entire exclusion of the existing Articles of Association of the Company."

By Order of the Board



M.Sundar  
Company Secretary

Date: July 25, 2017  
Place: Chennai

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE 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 no.5 is annexed hereto.
4. Members are requested to intimate immediately any change in their address, if any, to the Registered Office of the Company.
5. 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: July 25, 2017**  
**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:**

In view of the enactment of the Companies Act, 2013, the Articles of Association of the Company is amended in line with the provisions of the Companies Act, 2013.

**Documents for inspection:**

Copy of the draft resolution and the Articles of Association (as altered) would be made available for inspection at the Registered office of the Company.

**Memorandum of Interest:**

None of the key managerial personnel and directors of the company is concerned or interested financially or otherwise in the resolutions set forth in item no. 5 of the notice.

**Date: July 25, 2017**

**Place: Chennai**

**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 22<sup>nd</sup> Annual General Meeting of the Company being held on Tuesday, July 25, 2017. at 4.55 PM 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 22<sup>nd</sup> Annual General Meeting of the Company, to be held on Tuesday, July 25, 2017 at 4.55 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, 2017, the Statement of Profit and Loss 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/- per share at the rate of 20% on the equity share capital of the Company for the year ended March 31, 2017.
3. (i) To appoint a Director in the place of Mr. N Srinivasan (DIN: 00123338), who retires by rotation and being eligible, offers himself for re-appointment.  
(ii) To appoint a Director in the place of Mr. Takahiko Shibakawa (DIN: 07099972), 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 approve the amendment of Articles of Association of the Company.

Signed: this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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**

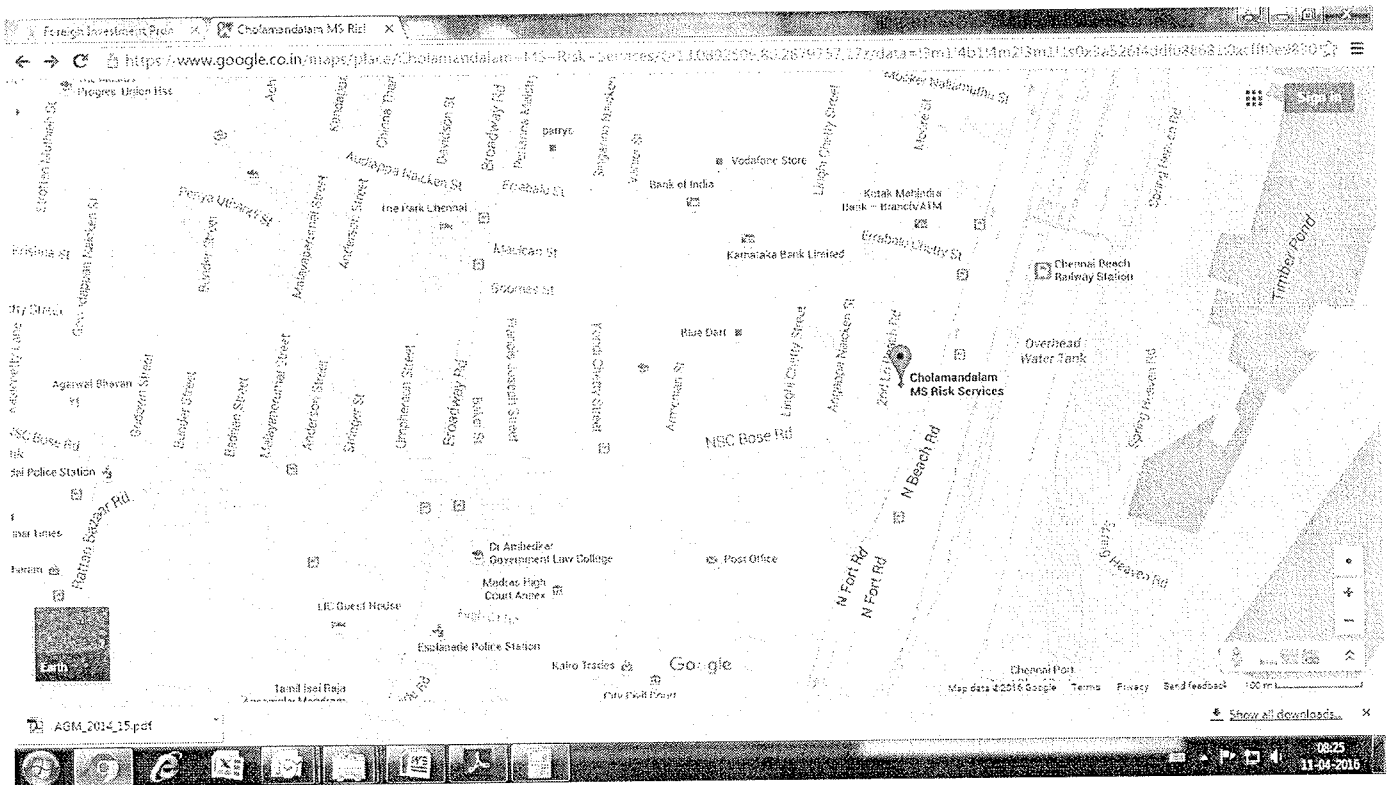
**ROUTE MAP ALONGWITH PROMINENT LANDMARK**

**Day: Tuesday**

**Date: 25.07.2017**

**Time: 4.55 PM**

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



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