

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"
No.1 CLUB HOUSE ROAD

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

(f) Specify the reasons for not holding the same

AGM will be held on July 29, 2021

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|--|------------------------|---|------------------------------|
| 1 | M | Professional, Scientific and Technical | M9 | Other professional, scientific and technical activities | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|---------------------|------------|--|------------------|
| 1 | | | | |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 2,000,000 | 2,000,000 | 2,000,000 | 2,000,000 |
| Total amount of equity shares (in Rupees) | 20,000,000 | 20,000,000 | 20,000,000 | 20,000,000 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Number of equity shares | 2,000,000 | 2,000,000 | 2,000,000 | 2,000,000 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 20,000,000 | 20,000,000 | 20,000,000 | 20,000,000 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 0 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 0 | 0 | 0 | 0 |

Number of classes

0

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Number of preference shares | | | | |
| Nominal value per share (in rupees) | | | | |
| Total amount of preference shares (in rupees) | 0 | 0 | | |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | Total nominal amount | Total Paid-up amount | Total premium |
|------------------------------|------------------|----------------------|----------------------|---------------|
| Equity shares | | | | |
| At the beginning of the year | 2,000,000 | 20,000,000 | 20,000,000 | |

| | | | | |
|---|-----------|------------|------------|---|
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 |
| x. Others, specify | | | | |
| | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | |
| | | | | |
| At the end of the year | 2,000,000 | 20,000,000 | 20,000,000 | |
| Preference shares | | | | |
| At the beginning of the year | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | |
| | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 |

| | | | | |
|---------------------------------|---|---|---|---|
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | |
| | | | | |
| At the end of the year | 0 | 0 | 0 | |

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares | | | |
| | Face value per share | | | |
| After split / Consolidation | Number of shares | | | |
| | Face value per share | | | |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

| | | | |
|--|------------|--|--|
| Date of the previous annual general meeting | 28/07/2020 | | |
| Date of registration of transfer (Date Month Year) | | | |
| Type of transfer | | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | | Amount per Share/ Debenture/Unit (in Rs.) | |
| Ledger Folio of Transferor | | | |

| | | | |
|----------------------------|----------------------|----------------------|----------------------|
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | <input type="text"/> | | |
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | |
|--|----------------------|
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
|--|----------------------|

| | | |
|------------------|----------------------|--|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|--|

| | | | |
|--|----------------------|--|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|--|----------------------|--|----------------------|

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferor | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferee | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|---|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 0 |
| Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 0 |
| Deposit | | | 0 |
| Total | | | 0 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|-------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

400,214,628

(ii) Net worth of the Company

260,434,982

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | Preference |
|--------|----------|--------|------------|
|--------|----------|--------|------------|

| | | Number of shares | Percentage | Number of shares | Percentage |
|-----|---|------------------|------------|------------------|------------|
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 0 | 0 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 2,000,000 | 100 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 2,000,000 | 100 | 0 | 0 |

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 0 | 0 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |

| | | | | | |
|-----|---|---|---|---|---|
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 0 | 0 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 0 | 0 | 0 | 0 |

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 7 | 7 |
| Members (other than promoters) | 0 | 0 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|----------|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| | | | | | | |

| | | | | | | |
|--|---|---|---|---|---|---|
| A. Promoter | 0 | 0 | 0 | 0 | 0 | 0 |
| B. Non-Promoter | 0 | 6 | 0 | 5 | 0 | 0 |
| (i) Non-Independent | 0 | 6 | 0 | 5 | 0 | 0 |
| (ii) Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| C. Nominee Directors representing | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 0 | 0 | 0 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |
| (v) Others | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 0 | 6 | 0 | 5 | 0 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|--|------------|------------------|--------------------------------|--|
| SURYNARAYANAN V  | 01416824 | Director | 0 | |
| SRIDHARAN RANGAR.  | 01814413 | Director | 0 | |
| TAKASHI KISHI | 08381603 | Director | 0 | |
| HIDEO YOSHIDA | 08384830 | Director | 0 | |
| SHINJI UEKI | 08383896 | Director | 0 | |
| SRIHARIRAO SUBBA F  | ARHPS1298L | CEO | 0 | |
| SUNDAR MAHALINGAI  | BQHPS2615B | Company Secretar | 0 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|------------------|----------|--|---|--|
| SS GOPALARATHNAM | 02060399 | Director | 05/09/2020 | Cessation |
| HIDEO YOSHIDA | 08384830 | Director | 31/03/2021 | Cessation |
| SHINJI UEKI | 08383896 | Director | 31/03/2021 | Cessation |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| ANNUAL GENERAL MEETING | 28/07/2020 | 7 | 5 | 99.99 |

B. BOARD MEETINGS

*Number of meetings held

5

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 19/05/2020 | 6 | 6 | 100 |
| 2 | 28/07/2020 | 6 | 6 | 100 |
| 3 | 30/10/2020 | 5 | 5 | 100 |
| 4 | 28/01/2021 | 5 | 4 | 80 |
| 5 | 19/03/2021 | 5 | 5 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

0

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | | | | | |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | |
| | | | | | | | | |
| 1 | SURYANARA | 5 | 5 | 100 | 0 | 0 | 0 | |
| 2 | SRIDHARAN I | 5 | 5 | 100 | 0 | 0 | 0 | |
| 3 | TAKASHI KIS | 5 | 5 | 100 | 0 | 0 | 0 | |
| 4 | HIDEO YOSH | 5 | 4 | 80 | 0 | 0 | 0 | |
| 5 | SHINJI UEKI | 5 | 5 | 100 | 0 | 0 | 0 | |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|-------------------------------|--------|--------------|
| 1 | | | | | | | 0 |
| | Total | | | | | | |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|---------------|-------------|--------------|------------|-------------------------------|--------|--------------|
| 1 | SUBBA RAO N V | CEO | 14,152,136 | 0 | 0 | 52,680 | 0 |
| 2 | SUNDAR M | COMPANY SEC | 0 | 0 | 0 | 0 | 0 |
| | Total | | 14,152,136 | 0 | 0 | 52,680 | 14,204,816 |

Number of other directors whose remuneration details to be entered

0

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|-------------------------------|--------|--------------|
| 1 | | | | | | | 0 |
| | Total | | | | 0 | | 0 |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
| | | | | | |

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

Associate Fellow

Certificate of practice number

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Annexure to Annual return

DETAILS OF SHARES HELD AS ON 31/03/2021

| S.No. | Folio | Name | Father's Name | Type of Shares | Number of Shares held | Amount per Share (Rs.) | Address |
|-------|-------|--|----------------|----------------|-----------------------|------------------------|--|
| 1 | 19 | M/s. Cholamandalam Financial Holdings Ltd | Not Applicable | Equity Shares | 989979 | 10 | "Dare House", No.234, NSC Bose Road, Chennai - 600001 |
| 2 | 10 | M/s. Chola Insurance Distribution Services Private Limited | | Equity Shares | 2 | 10 | Shaw Wallace Building, Door No. 319 (Old no.154, 2nd Floor, Thambu Chetty Street, Parrys, Chennai - 600001 |
| 3 | 11 | M/s. Ambadi Investment Limited | | Equity Shares | 2 | 10 | "Parry House", 5 th Floor, No.43, Moore Street, Chennai - 600001 |
| 4 | 12 | M/s. Ambadi Enterprises Limited | | Equity Shares | 1 | 10 | "Parry House", 5 th Floor, No.43, Moore Street, Chennai - 600001 |
| 5 | 14 | M/s. Kartik Investments Trust Limited | | Equity Shares | 10015 | 10 | "Parry House", 2 nd floor, No.43, Moore Street, Chennai - 600001 |
| 6 | 20 | M/s. Chola Business services Limited | | Equity Shares | 1 | 10 | "Dare House", No.2, NSC Bose Road, Parrys, Chennai - 600001 |
| 7 | 18 | M/s. Mitsui Sumitomo Insurance Company Limited | | Equity Shares | 1000000 | 10 | No.9, Kanda Surugadai, 3-Chome, Chiyoda-Ku, Tokyo-1018011, Japan |

// CERTIFIED TRUE COPY //

For Cholamandalam MS Risk Services Limited

Sd/-
M. Sundar
 Company Secretary



Cholamandalam MS Risk Services Limited

(An ISO 9001 : 2015 Certified Company)

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

T +91 (0)44 3044 5620 - 30 / F +91 (0)44 3044 5550

www.cholarisk.com

PAN No. : AABCC6610Q

CIN : U74140TN1994PLC029257 / GSTIN : 33AABCC6610Q1ZL



Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE

We have examined the registers, records and books and papers of **Cholamandalam MS Risk Services Limited** (the Company) bearing CIN: U74140TN1994PLC029257 having its Registered office at Dare House, No.2, N.S.C. Bose Road, Parrys, Chennai – 600001 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2021.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status as Unlisted Public Company under the Act;
2. maintenance of registers/records & making entries therein within the time prescribed therefore;
3. a) filing of forms and returns with the Registrar of Companies within the prescribed time;
b) forms and returns filed with the Regional Director, Central Government, the Tribunal, Court or other authorities (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
4. a) calling/ convening/ holding meetings of Board of Directors and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including Circular resolutions have been properly recorded in the Minute Book maintained for the purpose and the same have been signed;
b) resolutions passed by postal ballot (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
5. closure of Register of members/security holders ,as the case may be (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);

5. advances/ loans to its directors and/or persons or firms or companies referred in Section 185 of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
6. contracts/arrangements with related parties as specified in the provisions of Section 188 of the Act;
7. Issue, allotment, transfer, transmission or buy back of securities/redemption of debentures/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in all instances; (NOT APPLICABLE DURING THE YEAR UNDER REVIEW)
9. keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
10. a) declaration / payment of dividend;
b) transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
11. signing of audited financial statements as per the provisions of Section 134 of the Act and Report of Directors is as per sub - sections (3), (4) and (5) thereof;
12. a) constitution/ appointment/ re-appointment/retirement/ disclosures of directors and key managerial personnel and remuneration paid to them;
b) filling up of casual vacancies of Directors (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
13. appointment/ Re - appointment / filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;(NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
15. acceptance / renewal / repayment of deposits (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
16. a) borrowings from banks and Creation of charges in that respect, wherever applicable;
c) borrowings from its directors, members, public financial institutions and others and modification/ satisfaction of charges in that respect, wherever applicable (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);

17. loans or investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act; (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
18. Alteration of the provisions of the Memorandum of Association and Articles of Association of the company; (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);

**For R.SRIDHARAN& ASSOCIATES
COMPANY SECRETARIES**

CS R.SRIDHARAN

CP No: 3239

FCS No: 4775

UIN: S2003TN063400

**PLACE : CHENNAI
DATE :**