

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Fifteenth Annual General Meeting (AGM) of shareholders of Cholamandalam MS General Insurance Company Limited will be held at 1.30 pm on Tuesday, July 26, 2016, 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. To receive, consider and adopt the Directors' Report, the Audited Revenue Accounts, the Audited statement of Profit and Loss Account for the year ended March 31, 2016 and the Balance sheet as at that date and the Report of the Auditors thereon.
2. To appoint a director in the place of Mr. N Srinivasan (DIN: 00123338), who retires by rotation. Mr. Srinivasan being eligible, offers himself for re-appointment.

3. Appointment of Auditors:

- (i) To ratify appointment of joint 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), and the applicable provisions of IRDA, the appointment of M/s Sharp and Tannan, Chartered Accountants, bearing Registration No.003792S, as joint statutory auditors of the Company from the conclusion of this meeting till the conclusion of sixteenth annual general meeting of the Company be and is hereby ratified on a remuneration of Rs 9,00,000/- per annum (statutory audit fees: Rs 8,75,000/- & out of pocket expenses (incurred by them in connection with the aforesaid audit) : Rs 25000/-) plus service tax as applicable, as approved by the Board of Directors of the Company.

- (ii) To appoint joint 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), and the applicable provisions of IRDA, M/s. R G N Price & Co., Chartered Accountants, bearing Registration. No 002785S, be and are hereby appointed as the joint statutory auditors of the Company for a period of five years commencing from the conclusion of this meeting till the conclusion of twentieth annual general meeting subject to ratification of such appointment by members at every annual general meeting at a remuneration of Rs 9,00,000/- per annum (statutory audit fees: Rs 8,75,000/- & out of pocket expenses: Rs 25,000/-) plus service tax as applicable, for FY 2016-17, as approved by the Board of Directors of the Company.

SPECIAL BUSINESS:**4. Appointment of Mr. N S R Chandra Prasad as an Independent 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 149, 150, 152, Schedule IV and other applicable provisions 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), Mr. N S R Chandra Prasad (DIN 01386757), be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of three consecutive years upto the conclusion of eighteenth annual general meeting.

5. Appointment of Mr. Tamaki Kawate 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 Section 149, 160 and other applicable provisions 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) Mr. Tamaki Kawate (DIN: 07496365) be and is hereby appointed as Director of the Company liable to retire by rotation.

By Order of the Board



Suresh Krishnan
Company Secretary

Place : Chennai
Date : April 27, 2016

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. 2, 3(i), 4 & 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.

Place: Chennai
Date: April 27, 2016

By Order of the Board



Suresh Krishnan
Company Secretary

ANNEXURE TO THE NOTICE

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

APPOINTMENT OF DIRECTOR:

Item No.2:

Brief resume of the Director proposed to be reappointed is given hereunder:

Mr. N. Srinivasan, aged 58 years, is a commerce graduate and is a member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India. He has over 32 years of varied experience in the areas of corporate finance, legal, projects and general management.

He is a Board member of Tube Investments of India Limited (holding company), Cholamandalam MS Risk Services Limited and is the Vice Chairman of Cholamandalam Investment and Finance Company Limited.

Mr. Srinivasan has attended five meetings of the Board held during the financial year ended 31st March 2016. He does not hold any shares of the Company in his name.

Memorandum of Interest:

Except Mr. N. Srinivasan, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolutions.

Item No.3(i):

Pursuant to the provisions of Section 139 of the Companies Act ("the Act") read with Companies (Audit & Auditors) Rules, 2014, M/s. Sharp & Tannan, Chartered Accountants were appointed as Statutory Auditors in the last AGM held on July 28, 2015 for period of 5 consecutive years commencing from the conclusion of the 14th annual general meeting till the conclusion of the 19th annual general meeting subject to ratification by members at every annual general meeting.

M/s Sharp & Tannan have confirmed that their appointment, if approved, would be in accordance with the eligibility criteria and the limits prescribed under the Act and the eligibility criteria prescribed under IRDA regulations.

Accordingly, the approval of the members is being sought by means of an ordinary resolution for ratification of appointment of M/s. Sharp & Tannan, Chartered Accountants, as statutory auditors for period from the conclusion of the 15th annual general meeting till the conclusion of the 16th annual general meeting at a remuneration as specified in resolution no.3(i) of the notice. The board recommends the ratification of appointment of the statutory auditors of the company for approval of the shareholders.

None of the directors, key managerial personnel of the company and their relatives is concerned or interested in the resolution.

Item No.3(ii):

In terms of IRDA regulations, insurance companies shall appoint joint statutory auditors upto a maximum tenure of 5 years. M/s. Brahmayya & Co, Chartered Accountants, Chennai, have been the joint statutory auditors of the Company since 2011-2012 and have completed 5 years of audit. M/s. Brahmayya & Co. retire at the ensuing annual general meeting, the Board recommends the appointment of M/s. R G N Price & Co., Chartered Accountants, as statutory auditors for a period of five years commencing from the conclusion of fifteenth annual general meeting till the conclusion of twentieth annual general meeting.

Item No.4:

Pursuant to the provisions of section 149 of the Companies Act, 2013 ('the Act'), the Board of Directors of the Company should have at least one-third of the total number of Directors as Independent Directors or a minimum of two directors as applicable and the provisions relating to retirement of Directors by rotation shall not be applicable to Independent Directors.

In respect of item no. 4, Mr. N S R Chandra Prasad was appointed as an additional director of the Company with effect from July 29, 2015. Pursuant to the provisions of section 161 of the Act, Mr. N S R Chandra Prasad will hold office upto the date of this annual general meeting.

The Company has received notice in writing from one of the members along with the requisite deposit in accordance with section 160 of the Act, proposing the candidature of Mr. Chandra Prasad, as an Independent Director.

The Company has also received declarations from Mr. Chandra Prasad to the effect that he meets the criteria of independence as prescribed under sub-section (6) of section 149 of the Act.

In the opinion of the Board, Mr. Chandra Prasad fulfills the conditions specified in the Act read with the relevant Rules for the appointment as Independent Director and is independent of management.

Brief profile of Mr. N S R Chandra Prasad is furnished below.

Profile of Mr. NSR Chandra Prasad:

Mr. N S R Chandra Prasad, aged 61 years, is a Commerce graduate from Andhra University, FIII and CAIIB by qualification. He has over 36 years of experience in insurance industry and has held key positions in Marketing, Operations, Technical, Re-insurance, Personnel & Training both in India and overseas.

Mr. Chandra Prasad is a former Chairman and Managing Director of National Insurance Company Limited. He held directorships in various companies including GIC Re, GIC Housing Finance Ltd., Prestige Assurance Plc, Lagos (Nigeria), Globe Re PLC, Lagos (Nigeria).

Mr. Chandra Prasad has attended all three Board meetings held during the financial year ended March 31, 2016 since he was appointed on Board. He is not related to any of the directors and key managerial personnel of the Company. He does not hold any shares of the Company.

The Board recommends the appointment of Mr. N S R Chandra Prasad as independent director for a period of 3 years upto eighteenth annual general meeting for approval by members of the Company.

Documents for inspection:

Copy of the draft terms and conditions of the appointment of Mr. Chandra Prasad are available for inspection.

Memorandum of Interest:

Except Mr. N S R Chandra Prasad, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolutions.

Item No.5:

The Board at its meeting held on April 27, 2016 appointed Mr. Tamaki Kawate as additional director pursuant to the provisions of section 161 of the Companies Act, 2013. As per the said provisions, Mr. Kawate will hold office upto the date of this annual general meeting.

As per Shareholders agreement, Mr. Tamaki Kawate 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 along with the requisite deposit in accordance with section 160 of the Act, proposing the candidature of Mr. Kawate, as Director on the Board.

The Brief profile of Mr. Tamaki kawate is furnished below.

Profile of Mr. Tamaki Kawate:

Mr. Kawate holds Bachelor's degree in Economics. He is currently the Managing Executive Officer of Mitsui Sumitomo Insurance Company Limited. He was previously the Executive Officer, President and CEO of MSIG Holdings (Americas), Inc. Mr. Kawate is a director on the Board of Cholamandalam MS Risk Services Limited.


The Board recommends the appointment of Mr. Tamaki Kawate as director liable to retire by rotation for approval by members of the Company.

Memorandum of Interest:

Except Mr. Tamaki Kawate, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolutions.

Place: Chennai
Date: April 27, 2016

By Order of the Board


Suresh Krishnan
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 15th Annual General Meeting of the Company being held on Tuesday, July 26, 2016 at 1.30 pm 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.

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 15th Annual General Meeting of the Company, to be held on Tuesday , July 26, 2016 at 1.30 p.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, 2016, 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 appoint a director in the place of Mr.N.Srinivasan (DIN:00123338) who retires by rotation and being eligible, offers himself for re-appointment.
3. (i). To ratify appointment of M/s. Sharp & Tannan, Chartered Accountants, bearing Registration No.003792S as statutory auditors of the Company from the conclusion of this meeting till the conclusion of next annual general meeting.
(ii). To appoint M/s. RGN Price & Co Chartered Accountants, bearing Registration No. 002785S as statutory auditors of the Company from the conclusion of this annual general meeting till the conclusion of twentieth annual general meeting.
4. To appoint Mr. NSR Chandra Prasad as Independent Director for a period of three years upto the conclusion of Eighteenth annual general meeting.
5. To appoint Mr. Tamaki Kawate as Director liable to retire by rotation.

Signed: this _____ day of _____ 2016

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 GENERAL INSURANCE COMPANY LIMITED

ROUTE MAP ALONGWITH PROMINENT LANDMARK

Day: Tuesday

Date: 26.07.2016

Time: 01.30 pm

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

