

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventeenth Annual General Meeting (AGM) of shareholders of Cholamandalam MS General Insurance Company Limited will be held at 3.45 PM on Wednesday, the 25th day of July, 2018, 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 Revenue Accounts, the Audited Statement of Profit and Loss for the year ended March 31, 2018, 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.0.60/- per equity share of Rs.10/- each (6%) as recommended by the board of directors be and is hereby declared for the year ended March 31, 2018 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 July 25, 2018.

3. Appointment of director:

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, be and is hereby re-appointed as a Director of the Company.

4. Appointment of auditors:

- (i) To ratify the 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 IRDAI, 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 eighteenth annual general meeting of the Company be and is hereby ratified at a remuneration of Rs.10,75,000/- per annum (statutory audit fees: Rs.10,50,000/- and out of pocket expenses upto an amount of Rs.25,000/- (to be incurred by them in connection with the aforesaid audit)) plus taxes as applicable, as recommended by the Board of Directors of the Company.

- (ii) To ratify the 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 IRDAI, the appointment of M/s. RGN Price & Co., Chartered Accountants, bearing Registration No.002785S, as joint statutory auditors of the Company from the conclusion of this meeting till the conclusion of eighteenth annual general meeting at a remuneration of Rs.10,75,000/- per annum (statutory audit fees: Rs.10,50,000/- and out of pocket expenses upto an amount of Rs.25,000/- (to be incurred by them in connection with the aforesaid audit)) plus taxes as applicable, as recommended by the Board of Directors of the Company.

SPECIAL BUSINESS:

5. Appointment of Mr. Margam Rama 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, 160, 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. Margam Rama Prasad (DIN: 01637947), 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 five consecutive years upto July 24, 2022.

6. Appointment of Mr. M M Murugappan 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 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. M M Murugappan (DIN: 00170478), be and is hereby appointed as a Director of the Company and is liable to retire by rotation.

7. Reappointment of Ms. Shubhalakshmi Panse as an Independent Director:

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 sections 149, 150, 152, 160, 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), Ms. Shubhalakshmi Panse (DIN: 02599310), be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years upto July 24, 2023.

By Order of the Board

Place: Chennai
Date: April 26, 2018



Suresh Krishnan
Company Secretary

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 nos.5 to 7 is annexed hereto.
4. The dividend of Rs.0.60/- per equity share of the Company, as recommended by the Board, if declared 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 25, 2018. Members are encouraged to utilise the Electronic Clearing Service (ECS) for receiving dividends by registering their bank mandates.
5. Members holding shares in electronic form may note that bank particulars registered with their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Karvy Computershare Private Limited ("Karvy") 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.
6. Members are requested to intimate immediately any change in their address, if any, to the Registered Office of the Company.

7. 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.

By Order of the Board



Suresh Krishnan
Company Secretary

Place: Chennai
Date: April 26, 2018

ANNEXURE TO THE NOTICE

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

Item No.5:

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.

Mr. Margam Rama Prasad was appointed as an additional director of the Company on July 25, 2017. Pursuant to the provisions of section 161 of the Act, Mr. Margam Rama Prasad will hold office upto the date of this annual general meeting.

The Company has received notice in writing from one of the members in accordance with section 160 of the Act, proposing the candidature of Mr. Margam Rama Prasad as Independent Director.

The Company has also received declaration from Mr. Margam Rama 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. Margam Rama 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. Margam Rama Prasad is furnished below.

Profile of Mr. Margam Rama Prasad:

Mr. Margam Rama Prasad holds Masters degree in Statistics and is an Associate member of Insurance Institute of India. He is a former Wholtime member of Insurance Regulatory and Development Authority of India in Non Life Insurance. He has over 40 years of experience in insurance sector. He was an Ex-Officio member in the Reinsurance Committee of International Association of Insurance Supervisors, the Governing Councils of Insurance Information Bureau, and in Institute of Insurance and Risk Management. Mr. Margam Rama Prasad served as

Chairman of General Insurance Council of India. He had held Directorships in The Thana Electric Supply Company Limited, GIC Housing Finance Limited, SHCIL Services Limited, Institute Of Insurance And Risk Management, Indian Institute Of Insurance Surveyors And Loss Assessors.

Mr. Margam Rama Prasad is the Chairman of Audit Committee and is a member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company. He is not on the Board / Committees of any other Company.

Mr. Margam Rama Prasad does not hold any shares in the Company.

Mr. Margam Rama Prasad is not related to any other Director or Key Managerial Personnel of the Company or their relatives. Other details relating to Mr. Margam Rama Prasad pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Corporate Governance Report thereto.

The Board considers that the association of Mr. Margam Rama Prasad would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Appointment of an Independent Director upto a term of five years shall be approved by the members by passing an Ordinary Resolution. Accordingly, the Board recommends the appointment of Mr. Margam Rama Prasad as Independent Director, in accordance with the provisions of section 149 read with Schedule IV to the Act, to hold office for a term as specified in the resolution to the members for approval.

Documents for inspection:

Copy of the draft terms and conditions of the said appointment would be available for inspection.

Memorandum of Interest:

None of the directors and key managerial personnel of the company, other than Mr. Margam Rama Prasad, and the relatives of directors and key managerial personnel is concerned or interested financially or otherwise in the resolutions set forth in item no. 5 of the notice.

Item No.6:

Mr. M M Murugappan (DIN: 00170478) was appointed as an additional director and Chairman of the Company on October 28, 2017 in place of Mr. Pradeep V Bhide, who resigned from the office of Director. Pursuant to the provisions of section 161 of the Act, Mr. M M Murugappan will hold office upto the date of this annual general meeting.

The Company has received notice in writing from one of the members in accordance with section 160 of the Act, proposing the candidature of Mr. M M Murugappan as Director.

Brief profile of Mr. M M Murugappan is furnished below.

Profile of Mr. M M Murugappan:

Mr. M M Murugappan is the Executive Chairman of the Murugappa Corporate Board. He holds a Bachelor's degree in Chemical engineering from the AC College of Technology, University of Madras and a Master's degree in Chemical Engineering from the University of Michigan, USA. He is also the Chairman of Tube Investments of India Limited, TI Financial Holdings Limited, Coromandel International Limited, Wendt India Limited, and Carborundum Universal Limited. He is on the Boards of several companies including Mahindra & Mahindra Limited, Ambadi Investments Limited and Cyient Limited. He served on the Board of Governors of IIT Madras for Six years till November 2011. He now serves on the Board of the IIT Madras Research Park. He is a trustee of AMM Foundation and is actively involved in the Foundation's activities particularly in the area of education.

Mr. M M Murugappan is the Chairman of Corporate Social Responsibility Committee and Management Committee of the Board and is a member of Investment Committee, Risk Management Committee and Business Committee.

Details of other Directorships and memberships in Committees of other Boards held by him are as follows:

<p>Chairman Tube Investments of India Limited (formerly TI Financial Holdings Limited) Wendt India Limited Carborundum Universal Limited TI Financial Holdings Limited (formerly Tube Investments of India Limited) Coromandel International Limited Cholamandalam Health Insurance Limited</p> <p>Director Cyient Limited Mahindra & Mahindra Limited Ambadi Investments Limited Murugappa Organo Water Solutions Private Limited M.M.Muthiah Research Foundation Idea Lab (India) Private Limited IIT Madras Research Park</p>	<p>Committee Chairmanship Stakeholders Relationship Committee – Tube Investments of India Limited (formerly TI Financial Holdings Limited) Audit Committee and Risk Management Committee – Cyient Limited Governance Nomination and Remuneration Committee and R&D Committee – Mahindra & Mahindra Limited Stakeholders Relationship Committee – Carborundum Universal Limited Stakeholders Relationship Committee – Wendt (India) Limited Stakeholders Relationship Committee and Corporate Social Responsibility Committee – TI Financial Holdings Limited (formerly Tube Investments of India Limited)</p> <p>Committee Membership Loans Committee, Share Transfer Debenture Committee and Nomination and Remuneration Committee – Tube Investments of India Limited (formerly TI Financial Holdings Limited) Nomination and Remuneration Committee – Cyient Limited Audit Committee and Risk Management Committee – Mahindra & Mahindra Limited Investment Committee – Carborundum Universal Limited</p>
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	<p>Nomination and Remuneration Committee – TI Financial Holdings Limited (formerly Tube Investments of India Limited) Audit Committee, Stakeholders Relationship Committee, Borrowing Committee and Corporate Social Responsibility Committee – Ambadi Investments Limited</p>
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Mr. M M Murugappan does not hold any shares in the Company.

Mr. M M Murugappan is not related to any other Director or Key Managerial Personnel of the Company or their relatives. Other details relating to Mr. M M Murugappan pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Corporate Governance Report thereto.

Appointment of a Director is subject to approval of the members by passing an Ordinary Resolution. The Board considers that his association with the Company would be beneficial and recommends his appointment as Director liable to retire by rotation, in accordance with the provisions of sections 152 and 160 of the Act, for approval of the Members of the Company.

Memorandum of Interest:

None of the directors and key managerial personnel of the company, other than Mr. M M Murugappan, and the relatives of the directors and key managerial personnel is concerned or interested financially or otherwise in the resolutions set forth in item no. 6 of the notice.

Item No.7:

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.

Ms. Shubhalakshmi Panse was appointed as an Independent Director of the Company at the Fourteenth Annual General Meeting. Her term of appointment is valid till the conclusion of this Annual General Meeting.

The Company has received notice in writing from one of the members in accordance with section 160 of the Act, proposing the candidature of Ms. Shubhalakshmi Panse as Independent Director.

The Company has also received declaration from Ms. Shubhalakshmi Panse to the effect that she meets the criteria of independence as prescribed under sub-section (6) of section 149 of the Act.

In the opinion of the Board, Ms. Shubhalakshmi Panse 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 Ms. Shubhalakshmi Panse is furnished below.

Profile of Ms. Shubhalakshmi Panse:

Ms. Shubhalakshmi Panse is a M.Sc. graduate from Pune University, CAIIB (Certified Associate of the Indian Institute of Bankers) and holds DBM (Diploma in Business Management), MMS (Masters in Management Sciences with specialization in Financial Management) from Pune University and MBA in Bank Management from Drexel University, USA. She has around four decades of experience in the field of Banking. She has served as Chairperson cum Managing Director of Allahabad Bank, Chairman of ALLBANK Finance Limited and the Executive Director of Vijaya Bank Limited. She is on the Boards of various companies including Federal Bank Limited, IL & FS Investment Managers Limited, TI Financial Holdings Limited, Atul Limited, Sudharshan Chemical Industries Limited, PNB Housing Finance Limited. Ms. Shubhalakshmi Panse joined the Board of Chola MS in March 2015.

Ms. Shubhalakshmi Panse is the Chairperson of Nomination and Remuneration Committee and Policyholders' Protection Committee. She is a member of Audit Committee of the Board. The details of other directorships and memberships in Committees of other Boards held by her are as follows:

Director	Committee Membership
TI Financial Holdings Limited (formerly Tube Investments of India Limited) PNB Housing Finance Limited India Infoline Finance Limited Sudarshan Chemical Industries Limited The Federal bank Limited Atul Limited IL&FS Financial Services Limited L&T Infrastructure Development Projects Limited IL & FS Investment Managers Limited Catalyst Asset Reconstruction Private Limited	Audit Committee – TI Financial Holdings Limited (formerly Tube Investments of India Limited) Audit Committee – The Federal Bank Limited Audit Committee – IL&FS Financial Services Limited Audit Committee – L&T Infrastructure Development Projects Limited Stakeholders Relationship Committee – PNB Housing Finance Limited

Ms. Shubhalakshmi Panse does not hold any shares in the Company.

In the annual evaluation of Directors carried out for the financial year 2017-18, self assessment of Ms. Shubhalakshmi Panse weighed 96%. Her peers on the Board have assessed her performance at 99%.

Ms. Shubhalakshmi Panse is not related to any other Director or Key Managerial Personnel of the Company or their relatives. Other details relating to Ms. Shubhalakshmi Panse pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Corporate Governance Report and annexure thereto.

Accordingly, the Board recommends the reappointment of Ms. Shubhalakshmi Panse as Independent Director, in accordance with the provisions of section 149 read with Schedule IV to the Act, to hold office for a term as specified in the resolutions to the members for approval.

Reappointment of an Independent Director for a second term upto a further term of five years shall be approved by the members by passing a Special Resolution.

Documents for inspection:

Copy of the draft terms and conditions of the said appointment would be available for inspection.

Memorandum of Interest:

None of the directors and key managerial personnel of the company, other than Ms. Shubhalakshmi Panse, and the relatives of directors and key managerial personnel is concerned or interested financially or otherwise in the resolutions set forth in item no. 7 of the notice.

By Order of the Board



Suresh Krishnan
Company Secretary

Place: Chennai
Date: April 26, 2018

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 17th Annual General Meeting of the Company being held on Wednesday, July 25, 2018 at 3.45 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 17th Annual General Meeting of the Company, to be held on Wednesday, July 25, 2018 at 3.45 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, 2018, 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 dividend;
3. To appoint a director in the place of Mr. N Srinivasan who retires by rotation and being eligible, offers himself for re-appointment;
4. (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 the next annual general meeting;
(ii) To ratify appointment of 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 the next annual general meeting;
5. To appoint Mr. Margam Rama Prasad as Independent Director of the Company.

6. To appoint Mr. M M Murugappan as Director of the Company.
7. To re-appoint Ms. Shubhalakshmi Panse as Independent Director of the Company.

Signed: this _____ day of _____ 2018

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 ALONG WITH PROMINENT LANDMARK

Day: Wednesday

Date: July 25, 2018

Time: 3.45 PM

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

