



Cholamandalam MS General Insurance Company Limited

CIN: U66030TN2001PLC047977

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July 6, 2020

Dear Member(s),

Sub: Cholamandalam MS General Insurance Company Limited – Notice convening the 19th Annual General Meeting (AGM) and the Annual Report for FY 2019-20

This is to inform you that the 19th AGM of the Company is scheduled to be held on **Tuesday, July 28, 2020 at 10.30 AM IST through Video Conference (VC) / Other Audio Visual Means (OAVM)**, in compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs.

Kindly make it convenient to attend the meeting.

The Notice of the 19th AGM and Annual Report 2019-20 of the Company are annexed to this letter.

Members may attend the 19th AGM through Microsoft Teams. The detailed instructions for participating through VC are provided below.

1. All the members will receive an email with a link to participate in the 19th AGM from the undersigned in due course.
2. Members intending to participate in the meeting are required to click on the link available in the mail at the scheduled time of the meeting to join the meeting.
3. The designated email address for any correspondence in relation to the AGM is sureshkrishnan@cholams.murugappa.com
4. Members are requested to contact the above mentioned email address for any correspondence in relation to the AGM.

5. In the AGM, if any item is to be transacted by a poll, the members are required to cast their votes by sending their response on the item to the above designated email address at the time of voting in the AGM.
6. Members may contact the undersigned at his mobile number 9600067875 or Mr. Ravi Teja Chunduru at 8681817768 for any assistance required to join the meeting before or during the meeting.

Regards,

For Cholamandalam MS General Insurance Company Limited

Sd/-

Suresh Krishnan
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Nineteenth Annual General Meeting (AGM) of the Members of Cholamandalam MS General Insurance Company Limited will be held at 10.30 AM on Tuesday, the 28th day of July, 2020, Indian Standard Time (IST) through Video Conference (VC) / Other Audio Visual Means (OAVM) 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 Profit and Loss Account and the Audited Statement of Receipts and Payments for the year ended March 31, 2020, and the Balance Sheet as at that date, as circulated to the members, be and are hereby considered, and adopted.

2. Appointment of Director:

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, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sridharan Rangarajan (DIN 01814413), who retires by rotation, be and is hereby re-appointed as a Director of the Company.

3. Appointment of Statutory Auditors:

To appoint 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 for a period of five years from the conclusion of this meeting till the conclusion of twenty fourth annual general meeting of the Company be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company, or any committee authorised by the Board in this regard, be and is hereby authorised to fix the remuneration payable to the statutory auditors of the Company, from time to time including the actual travelling and out of pocket expenses incurred by them in connection with the audit, in addition to taxes as applicable during their term of appointment.

SPECIAL BUSINESS:

4. Appointment of Mr. K L R Babu 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. Kancherla Luke Ravindranath Babu (DIN: 06954320), 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 with effect from October 29, 2019.

5. Appointment of Ms. K Ramadevi 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), Ms. Kasivajjula Ramadevi (DIN: 07327977), 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 with effect from February 19, 2020.

6. Appointment of Mr. V Suryanarayanan 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. V Suryanarayanan (DIN: 01416824), be and is hereby appointed as a Director of the Company with effect from July 1, 2020, not liable to retire by rotation.

7. Appointment of Mr. V Suryanarayanan as a Managing Director:

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

RESOLVED THAT pursuant to Article 147 and other applicable clauses of the Articles of Association of the Company and subject to approval under Section 34A of the Insurance Act, 1938, IRDAI Regulations and other applicable provisions if any, of the Insurance Act, and rules made there under and applicable provisions, approvals and consents, if any, as may be required by any authority including under Companies Act, 2013 (including any statutory modifications or re-enactment thereof, guidelines issued by Central Government from time to time), the appointment of Mr. V Suryanarayanan (DIN: 01416824) as the Managing Director of the Company for a period of five years with effect from July 1, 2020 on the terms and conditions as detailed below, be and is hereby approved.

a. Basic Salary

Rs.6,82,690/- per month in the scale of Rs. 5,00,000/- to Rs. 15,00,000/-. The increment will be decided by the Nomination & Remuneration Committee.

b. Allowances / Perquisites / Performance Incentive

As may be determined by the Nomination & Remuneration Committee.

c. Retirement benefits

PF/SAF/Gratuity/ Leave encashment as per rules of the Fund / Scheme in force from time to time.

d. LTIP

Maximum eligibility of Rs.1,80,46,368/- for the period July 2020 to March 2021. As may be determined by the Nomination and Remuneration Committee.

e. General

1. Mr. V Suryanarayanan will not be entitled to any sitting fee for attending meetings of the Board or of any Committee thereof.
2. The appointment, re-appointment including its terms thereto and revisions in the terms of appointment, if any, would be subject to the approval of the Insurance Regulatory and Development Authority of India (IRDAI) under Section 34A of the Insurance Act, 1938 read with corporate governance guidelines of IRDAI.

3. Mr. V Suryanarayanan will be subject to all other service conditions as applicable to any other employee of the Company.

4. As per clause 150 of Article, Mr. V Suryanarayanan will not be liable to retire by rotation.

By Order of the Board

Sd/-

Place: Chennai
Date: May 19, 2020

Suresh Krishnan
Company Secretary

NOTES:

1. MEMBERS MAY NOTE THAT TO PROTECT THE HEALTH AND SAFETY OF ALL THE STAKEHOLDERS INCLUDING THE SHAREHOLDERS IN VIEW OF THE CONTINUING COVID-19 PANDEMIC, THE NINETEENTH ANNUAL GENERAL MEETING (“19TH AGM”) OF THE MEMBERS OF THE COMPANY WILL BE HELD AS AN ELECTRONIC AGM (“e-AGM”) IN VIRTUAL MODE, THROUGH VIDEO CONFERENCING (“VC”)/OTHER PERMITTED AUDIO VISUAL MEANS (“OAVM”), AS PERMITTED BY THE MINISTRY OF CORPORATE AFFAIRS, GOVERNMENT OF INDIA (“MCA”) VIDE ITS CIRCULAR DATED MAY 5, 2020 READ WITH CIRCULARS DATED APRIL 8, 2020 AND APRIL 13, 2020. ACCORDINGLY, THERE WILL BE NO PHYSICAL MEETING OF THE SHAREHOLDERS TAKING PLACE AT A COMMON VENUE IN RESPECT OF THE NINETEENTH ANNUAL GENERAL MEETING.
2. AS THE 19TH AGM IS BEING HELD PURSUANT TO THE MCA THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXY BY THE MEMBERS WILL NOT BE AVAILABLE HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
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 sureshkrishnan@cholams.murugappa.com.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of businesses set out in item nos.4 to 7 is annexed hereto.
5. Electronic (soft) copy of the Notice of the 19th AGM of the Company inter alia indicating the process and manner of e-voting along with the Annual Report for 2019-20 is being sent to all the Members whose e-mail IDs are registered with the Company for communication purposes including to those who have requested for hard copies. A copy of the Notice of the 19th AGM and the Annual Report is also being made available on the website of the Company. Please note the above is in accordance with the various exemptions provided by the MCA in connection with conduct of Shareholders’ meetings during 2020.
6. In addition to the Notice of the 19th AGM and Annual Report for 2019-20, a separate communication addressed to the shareholders of the Company containing the details and instructions for participation in the 19th AGM is also being sent to all the members to their registered e-mail IDs.

By Order of the Board

Sd/-

Place: Chennai
Date: May 19, 2020

Suresh Krishnan
Company Secretary

ANNEXURE TO THE NOTICE

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

Item No.4:

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ('the Act'), and pursuant to the provisions of the Corporate Governance Guidelines issued by Insurance Regulatory and Development Authority of India (IRDAI), 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. Kancherla Luke Ravindranath Babu was appointed as an additional director of the Company on October 29, 2019. Pursuant to the provisions of Section 161 of the Act, Mr. K L R Babu 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. K L R Babu as Independent Director.

The Company has also received declaration from Mr. K L R Babu 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. K L R Babu fulfills the conditions specified in the Act read with the relevant Rules for the appointment as Independent Director and is independent of management.

Profile of Mr. K L R Babu:

Mr. K L R Babu holds Masters degree in Arts and is an Associate member of Insurance Institute of India. He has over 39 years of experience in various sectors including more than 33 years of experience in insurance sector. Mr. Babu is a former Director and General Manager of The New India Assurance Company Limited. Mr. K L R Babu was the CEO of New India Assurance Japan Operations. Mr. K L R Babu had held Directorships in The New India Assurance Company Limited and ITUS Insurance Brokers Private Limited.

Mr. K L R Babu is the Chairman of Risk Management Committee and is a member of Audit Committee and Business Committee of the Company. He is not on the Board / Committees of any other Company.

Mr. K L R Babu does not hold any shares in the Company.

Mr. K L R Babu is not related to any other Director or Key Managerial Personnel of the Company or their relatives. Other details relating to Mr. K L R Babu 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. K L R Babu 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 shall be approved by the members by passing an Ordinary Resolution. Accordingly, the Board recommends the appointment of Mr. K L R Babu 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. K L R Babu, and the relatives of directors and key managerial personnel is concerned or interested financially or otherwise in the resolution set forth in item no. 4 of the notice.

Item No.5:

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ('the Act'), and pursuant to the provisions of the Corporate Governance Guidelines issued by Insurance Regulatory and Development Authority of India (IRDAI), 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. Further, the Company shall have a woman director on the Board of the Company.

Ms. Kasivajjula Ramadevi was appointed as an additional director of the Company on February 19, 2020. Pursuant to the provisions of Section 161 of the Act, Ms. K Ramadevi 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 Ms. K Ramadevi as Independent Director.

The Company has also received declaration from Ms. K Ramadevi 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. K Ramadevi fulfills the conditions specified in the Act read with the relevant Rules for the appointment as Independent Director and is independent of management.

Profile of Ms. K Ramadevi:

Ms. Kasivajjula Ramadevi holds Masters degree in Commerce from University of Madras. She has over 39 years of experience in various sectors including more than 36 years of experience in insurance sector. Ms. Ramadevi is a former Chief Financial Officer and General Manager of The Oriental Insurance Company Limited.

Ms. K Ramadevi is the Chairperson of Policyholders Protection Committee and is a member of Audit Committee and Nomination and Remuneration Committee of the Company. She is not on the Board / Committees of any other Company.

Ms. K Ramadevi does not hold any shares in the Company.

Ms. K Ramadevi is not related to any other Director or Key Managerial Personnel of the Company or their relatives. Other details relating to Ms. K Ramadevi 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 Ms. K Ramadevi would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. Appointment of an Independent Director shall be approved by the members by passing an Ordinary Resolution. Accordingly, the Board recommends the appointment of Ms. K Ramadevi 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 Ms. K Ramadevi, and the relatives of 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. V Suryanarayanan was, at the board meeting held on May 19, 2020, appointed as an additional director and Managing Director of the Company with effect from July 1, 2020 in place

of Mr. S S Gopalarathnam whose term as Managing Director will come to an end on June 30, 2020. Pursuant to the provisions of Section 161 of the Companies Act, Mr. V Suryanarayanan will hold office of additional director 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. V Suryanarayanan as Director.

Profile of Mr. V Suryanarayanan:

Mr. V Suryanarayanan (date of birth: October 16, 1966) holds a Bachelor's degree in Commerce. He is an Associate member of Institute of Chartered Accountants of India, Institute of Company Secretaries of India and Insurance Institute of India. He is associated with the Company since 2006. Previously he held the positions of Chief Financial Officer, Head – Claims and Head – Technical. He is currently the President and Chief Operating Officer of the Company.

Mr. V Suryanarayanan will be a member of Investment Committee, Risk Management Committee, Policyholders Protection Committee, Corporate Social Responsibility Committee, Business Committee and Management Committee.

Mr. V Suryanarayanan is on the Boards of Cholamandalam MS Risk Services Limited and Cholamandalam Health Insurance Limited. He is not on the Committees of any other Company.

Mr. V Suryanarayanan does not hold any shares in the Company.

Mr. V Suryanarayanan is not related to any other Director or Key Managerial Personnel of the Company or their relatives.

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 not 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. V Suryanarayanan, 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.

Item No.7:

The tenure of Mr. S S Gopalarathnam as Managing Director comes to an end at the close of the business hours on June 30, 2020.

The Board of Directors, at their meeting held on May 19, 2020 have approved the appointment of Mr. V Suryanarayanan as the Managing Director of the Company for a period of five years with effect from July 1, 2020 on the terms and conditions as set out in the resolution.

The appointment is subject to approval of the shareholders of the Company by a Special Resolution. Further, the Company being regulated by Insurance Regulatory and Development Authority of India (IRDAI), prior approval of IRDAI is also required to be obtained under Section 34A of the Insurance Act, 1938.

As, the appointment of Managing Director is required to be approved by the shareholders by Special Resolution at their meeting, the resolution seeking approval is placed before the General Body. As per the Articles of Association, office of Managing Director is not liable to retire by rotation. The Board considers that his association with the Company would be beneficial and recommends his appointment as Managing Director for approval of the Members of the Company.

Your directors recommend the resolution for approval.

The profile of Mr. V Suryanarayanan, details of directorships, memberships of in various Committees, and the details of shareholding and relationship with other Key Managerial Personnel are provided in the explanatory statement for item no.6 above.

Documents for inspection:

Terms of appointment of Mr. V Suryanarayanan as approved by Board, will be open for inspection by the shareholders.

Memorandum of Interest:

None of the directors and key managerial personnel of the company, other than Mr. V Suryanarayanan, 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.7 of the notice.

By Order of the Board

Sd/-

Place: Chennai
Date: May 19, 2020

Suresh Krishnan
Company Secretary