

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U66030TN2001PLC047977

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCC6633K

(ii) (a) Name of the company

CHOLAMANDALAM MS GEN

(b) Registered office address

DARE HOUSE,II FLOOR
NSC BOSE ROAD, PARRYS
CHENNAI
Tamil Nadu
600001

(c) *e-mail ID of the company

sureshkrishnan@cholams.mu

(d) *Telephone number with STD code

04*****00

(e) Website

www.cholainsurance.com

(iii) Date of Incorporation

02/11/2001

| Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Public Company | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

AGM will be held on July 26, 2024

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|----------------------------------------------------|------------------------------|
| 1 | K | Financial and insurance Service | K3 | Life/Non-life Insurance and Reinsurance activities | 100 |

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

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

1

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|------------------------|-----------------------|----------------------------------------------|------------------|
| 1 | CHOLAMANDALAM FINANCIA | L65100TN1949PLC002905 | Holding | 59.99 |

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 | 324,000,000 | 298,805,700 | 298,805,700 | 298,805,700 |
| Total amount of equity shares (in Rupees) | 3,240,000,000 | 2,988,057,000 | 2,988,057,000 | 2,988,057,000 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-------------------------------------------|--------------------|----------------|--------------------|-----------------|
| Equity | | | | |
| Number of equity shares | 324,000,000 | 298,805,700 | 298,805,700 | 298,805,700 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 3,240,000,000 | 2,988,057,000 | 2,988,057,000 | 2,988,057,000 |

(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) | | | | |

(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 | Physical | DEMAT | Total | | | |
| At the beginning of the year | 0 | 298,805,700 | 298805700 | 2,988,057,000 | 2,988,057,000 | |

| | | | | | | |
|-----------------------------------------------|---|-------------|-------------|---------------|---------------|---|
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify <div></div> | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify <div></div> | | | | | | |
| At the end of the year | 0 | 298,805,700 | 298,805,700 | 2,988,057,000 | 2,988,057,000 | |
| | | | | | | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Others, specify <div></div> | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |

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

ISIN of the equity shares of the company

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

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

| | | | | | | | |
|----------------------------------------------------|---------|--|------------------------------------------------------------|--|------------|--|--|
| 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 | | | | | | | |
| | Surname | | middle name | | first name | | |
| Ledger Folio of Transferee | | | | | | | |
| Transferee's Name | | | | | | | |
| | Surname | | middle name | | first name | | |

(iv) *Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|---------------|
| Non-convertible debentures | 1,000 | 1000000 | 1,000,000,000 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------|-----------------|------------------------|---------------|
| Total | | | 1,000,000,000 |

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 | 1,000,000,000 | 0 | 0 | 1,000,000,000 |
| 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

75,328,936,000

(ii) Net worth of the Company

24,916,558,000

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) | 298,805,141 | 100 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 298,805,141 | 100 | 0 | 0 |

Total number of shareholders (promoters)

2

(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) | 559 | 0 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 559 | 0 | 0 | 0 |

Total number of shareholders (other than promoters)

5

**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 | 2 | 2 |
| Members (other than promoters) | 5 | 5 |
| Debenture holders | 8 | 8 |

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 | 1 | 0 | 1 | 0 | 0 |
| B. Non-Promoter | 2 | 5 | 2 | 5 | 0 | 0 |
| (i) Non-Independent | 2 | 2 | 2 | 2 | 0 | 0 |
| (ii) Independent | 0 | 3 | 0 | 3 | 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 | 2 | 6 | 2 | 6 | 0 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(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) |
|--------------------------------------------------------------------------------------------------------------|------------|---------------------|--------------------------------|--------------------------------------------------------------|
| MURUGAPPAN MURLU  | 00170478 | Director | 0 | |
| MARGAM RAMA PRASAD  | 01637947 | Director | 0 | |
| KASIVAJJULA RAMAKRISHNA  | 07327977 | Director | 0 | |
| SUJAY BANARJI | 05308958 | Director | 0 | |
| SRIDHARAN RANGASWAMY  | 01814413 | Director | 0 | |
| TSUTOMU AOKI | 09568125 | Director | 0 | |
| SURYANARAYANAN VEDARAJAN  | 01416824 | Managing Director | 0 | |
| NAOKI TAKEDA | 09524037 | Whole-time director | 0 | |
| VENUGOPALAN SRINIVAS  | AABPV9702H | CFO | 0 | |
| SURESH KRISHNAN | AJIPK0596J | Company Secretary | 0 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year 2

| 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) |
|---------------|----------|----------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------|
| SUJAY BANARJI | 05308958 | Director | 21/07/2023 | Change in designation |
| TSUTOMU AOKI | 09568125 | Director | 31/03/2024 | 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

2

| 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 | 21/07/2023 | 7 | 6 | 100 |
| Extra-ordinary General Meeting | 30/01/2024 | 7 | 5 | 100 |

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 | 27/04/2023 | 8 | 8 | 100 |
| 2 | 22/07/2023 | 8 | 8 | 100 |
| 3 | 26/10/2023 | 8 | 7 | 87.5 |
| 4 | 30/01/2024 | 8 | 8 | 100 |
| 5 | 19/03/2024 | 8 | 8 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

39

| 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 | Audit Committee | 27/04/2023 | 5 | 5 | 100 |
| 2 | Audit Committee | 22/07/2023 | 5 | 5 | 100 |
| 3 | Audit Committee | 25/10/2023 | 5 | 4 | 80 |
| 4 | Audit Committee | 30/01/2024 | 5 | 5 | 100 |
| 5 | Audit Committee | 19/03/2024 | 5 | 5 | 100 |
| 6 | Risk Management | 26/04/2023 | 5 | 5 | 100 |
| 7 | Risk Management | 21/07/2023 | 5 | 5 | 100 |
| 8 | Risk Management | 25/10/2023 | 5 | 5 | 100 |
| 9 | Risk Management | 29/01/2024 | 5 | 5 | 100 |
| 10 | Risk Management | 19/03/2024 | 5 | 5 | 100 |

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 | |
| | | | | | | | | (Y/N/NA) |
| 1 | MURUGAPPA | 5 | 5 | 100 | 29 | 28 | 96.55 | |
| 2 | MARGAM RAJ | 5 | 5 | 100 | 14 | 14 | 100 | |
| 3 | KASIVAJJULA | 5 | 5 | 100 | 15 | 15 | 100 | |
| 4 | SUJAY BANA | 5 | 5 | 100 | 15 | 15 | 100 | |
| 5 | SRIDHARAN | 5 | 5 | 100 | 30 | 30 | 100 | |
| 6 | TSUTOMU ACH | 5 | 4 | 80 | 20 | 18 | 90 | |
| 7 | SURYANARAY | 5 | 5 | 100 | 29 | 29 | 100 | |
| 8 | NAOKI TAKEI | 5 | 5 | 100 | 19 | 19 | 100 | |

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

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|---------------|---------------------|--------------|------------|-------------------------------|--------|--------------|
| 1 | SURYANARAYANA | Managing Director | 46,769,409 | 0 | 0 | 0 | 46,769,409 |
| 2 | NAOKI TAKEDA | Whole-time Director | 8,239,724 | 0 | 0 | 0 | 8,239,724 |
| | Total | | 55,009,133 | 0 | 0 | 0 | 55,009,133 |

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 | VENUGOPALAN SIV | Chief Financial Officer | 20,079,022 | 0 | 0 | 0 | 20,079,022 |
| 2 | SURESH KRISHNA | Company Secretary | 12,323,652 | 0 | 0 | 0 | 12,323,652 |
| | Total | | 32,402,674 | 0 | 0 | 0 | 32,402,674 |

Number of other directors whose remuneration details to be entered

6

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------|-------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | MURUGAPPAN ML | Director | 0 | 1,000,000 | 0 | 970,000 | 1,970,000 |
| 2 | MARGAM RAMA PI | Director | 0 | 1,000,000 | 0 | 770,000 | 1,770,000 |
| 3 | KASIVAJJULA RAM | Director | 0 | 1,000,000 | 0 | 800,000 | 1,800,000 |
| 4 | SUJAY BANARJI | Director | 0 | 1,000,000 | 0 | 800,000 | 1,800,000 |
| 5 | SRIDHARAN RANG | Director | 0 | 1,000,000 | 0 | 1,100,000 | 2,100,000 |
| 6 | TSUTOMU AOKI | Director | 0 | 1,000,000 | 0 | 700,000 | 1,700,000 |
| | Total | | 0 | 6,000,000 | 0 | 5,140,000 | 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

R SRIDHARAN

Whether associate or fellow

☐

Associate

☒

Fellow

Certificate of practice number

3239

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. ..

14.3

dated

19/05/2020

(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

01416824

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

3142

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 Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

List of Shareholders.pdf
List of debenture holders.pdf
Form MGT - 8.pdf
Attendance of Committee Meetings.pdf

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

CHOLAMANDALAM MS GENERAL INSURANCE COMPANY LIMITED

DETAILS OF SHAREHOLDERS AS ON MARCH 31, 2024

| S. No | Name | Number of Shares held | Percentage of holding |
|------------------|----------------------------------------------------|----------------------------------|----------------------------------|
| 1. | M/s. Chola mandalam Financial Holdings Limited | 179,282,861 | 59.99 |
| 2. | M/s. Kartik Investments Trust Ltd. | 103 | 0.00 |
| 3. | M/s. Ambadi Enterprises Ltd. | 112 | 0.00 |
| 4. | M/s. Murugappa Management Services Ltd. | 111 | 0.00 |
| 5. | M/s. Ambadi Investments Ltd. | 223 | 0.00 |
| 6. | M/s. Parrys Infrastructure Company Private Limited | 10 | 0.00 |
| 7. | M/s. Mitsui Sumitomo Insurance Co. Ltd. | 119,522,280 | 40.00 |
| | Total | 298,805,700 | 100.00 |

LIST OF DEBENTURE HOLDERS AS ON 31.03.2024

| S. No. | List of Debenture holders | Address | Number of Debentures | E-mail id | Contact No. |
|--------|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|----------------------|--------------------------------------|---------------|
| 1 | INDIAN OIL CORPORATION LTD (REFINERIES DIVISION) EMPLOYEES PROVIDENT FUND | CORE 2 SCOPE COMPLEX, 7 INSTITUTIONAL AREA LODHI ROAD NEW DELHI - 110003 | 500 | manglikn@indianoil.in | 011 71725122 |
| 2 | ADECCO EMPLOYEES PROVIDENT FUND TRUST | NO 02 NAL WIND TURNAL ROAD, NEXT TO SURYA CHAMPERS PIZZA HUT, OLD AIRPORT ROAD, BANGALORE-560017 | 180 | SATHYAMURTHY.BC@ADECC.CO.IN | 08039897070 |
| 3 | RELIANCE GENERAL INSURANCE COMPANY LIMITED | 6TH FLOOR, COMMERZ 1, INTERNATIONAL BUSINESS PARK, OBEROI GARDEN CITY, OFF WESTERN EXPRESS HIGHWAY, GOREGAON EAST, MUMBAI 400063 | 100 | dbindia.custody@db.com | 022-7180-3000 |
| 4 | HOUSING DEVELOPMENT FINANCE CORPORATION LTD -PROVIDENT FUND | RAMON HOUSE 169 BACKBAY RECLAMATION CHURCHGATE MUMBAI- 400020 | 100 | rajnikantm@hdfc.com | 2820282 |
| 5 | TRUSTEES OF COROMANDEL FERTILISERS LIMITED PROVIDENT FUND | C/O COROMANDEL FERTILISERS LIMITED, 1-2-10 S P ROAD, SECUNDERABAD 500003 | 50 | sampathraoj@coromandel.murugappa.com | 040 7842034 |
| 6 | A P S R T C EMPLOYEES PROVIDENT FUND TRUST | C\O APSTRC EMPLOYEES PROVIDENT FUND, BUS BHAVAN (ADMINISTRATIVE BUILDING), MUSHIRABAD, HYDERABAD - 500020 | 40 | deputycaots@gmail.com | 27617571/5642 |
| 7 | PARRY GROUP STAFF PROVIDENT FUND | C/O.E.I.D.PARRY (INDIA) LTD, CORPORATE FINANCE DIVISION, DARE HOUSE, 234 N.S.C.BOSE ROAD, CHENNAI- 600001 | 20 | lakshmanaperumal@parry.murugappa.com | 5340251 |
| 8 | UTTAM VALUE STEELS LIMITED EMPLOYEES PROVIDENT FUND TRUST | LLOYDS STEEL INDUSTRIES LIMITED, TRADE WORLD, C WING, 16TH FLOOR, KAMALA CITY, SENAPATI BAPAT MARG, LOWER PAREL, MUMBAI - 400013 | 10 | dvnachankar@lloyds.in | 3080097/98/15 |
| | Total | | 1000 | | |

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 GENERAL INSURANCE COMPANY LIMITED** (hereinafter referred as "the Company") bearing CIN: U66030TN2001PLC047977 having its Registered office at Dare House, II Floor, NSC Bose Road, Parrys, Chennai – 600 001 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, 2024.

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 Listed Public Company under the Act;

The Company has not listed its equity shares in any of the Stock Exchanges however, the company has listed its debt securities in the Wholesale Debt Market Segment of National Stock Exchange of India Limited and hence the company is classified as Listed Company.

2. maintenance of registers/records & making entries therein within the time prescribed therefor;
3. a) filing of forms and returns with the Registrar of Companies within the prescribed time except one form filed with Registrar of Companies beyond due date with additional fee;
b) forms and returns filed with the Regional Director, Central Government, the Tribunal or other authorities (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);

4. a) calling/ convening/ holding meetings of Board of Directors and its committees 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 the 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 and other security holders (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
6. any advance or loan to its directors and/or persons or firms or companies referred in Section 185 of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
7. contracts/arrangements with related parties as specified in the provisions of the Section 188 of the Act;
8. issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares / 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 shares, rights to dividend 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. Declaration/ payment of dividend/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 statement 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 the Directors and Key Managerial Personnel and the remuneration paid to them;
b) filling up casual vacancies of the 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. approval required to be taken from the Court, Central Government, Tribunal, Regional Director, Registrar or such other authorities under the various provisions of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
15. acceptance, renewal and repayment of deposits (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
17. loans and investments or guarantees given or provided securities or to other bodies corporate or persons falling under the provisions of Section 186 of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
18. a) alteration of the provisions of the Articles of Association of the Company;
b) alteration of the provisions of the Memorandum of Association of the Company (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);

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

PLACE : CHENNAI
DATE : _____, 2024

CS R.SRIDHARAN
CP No.: 3239
FCS No.: 4775
PR.No.657/2020
UIN : S2003TN063400
UDIN:F004775F000-----

CHOLAMANDALAM MS GENERAL INSURANCE COMPANY LIMITED
ANNEXURE TO MGT-7
MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF
DIRECTORS
C. COMMITTEE MEETINGS

| | | | | Attendance | |
|-------|-------------------------------------|------------------|-------------------------------------------------------|----------------------------|-----------------|
| Sl.No | Type of Meeting | Date of Meeting | Total Number of Members as on the date of the meeting | Number of Members Attended | % of attendance |
| 1. | Investment Committee | April 26, 2023 | 8 | 8 | 100 |
| | | July 19, 2023 | 8 | 8 | 100 |
| | | October 12, 2022 | 8 | 8 | 100 |
| | | January 19, 2024 | 8 | 7 | 87.5 |
| | | March 19, 2024 | 8 | 8 | 100 |
| 2. | Policyholder's Protection Committee | April 26, 2023 | 4 | 4 | 100 |
| | | July 21, 2023 | 4 | 4 | 100 |
| | | October 25, 2023 | 4 | 4 | 100 |
| | | January 29, 2024 | 4 | 4 | 100 |
| | | March 19, 2024 | 4 | 4 | 100 |
| 3. | Business Committee | April 26, 2023 | 5 | 5 | 100 |
| | | July 21, 2023 | 5 | 5 | 100 |
| | | October 26, 2023 | 5 | 5 | 100 |
| | | January 29, 2024 | 5 | 5 | 100 |
| | | March 19, 2024 | 5 | 5 | 100 |
| 4. | Management Committee | April 26, 2023 | 4 | 4 | 100 |
| | | July 22, 2023 | 4 | 4 | 100 |
| | | October 25, 2023 | 4 | 4 | 100 |
| | | January 29, 2024 | 4 | 4 | 100 |
| | | March 19, 2024 | 4 | 4 | 100 |
| 5. | Risk Management Committee | April 26, 2023 | 5 | 5 | 100 |
| | | July 21, 2023 | 5 | 5 | 100 |
| | | October 25, 2023 | 5 | 5 | 100 |
| | | January 29, 2024 | 5 | 5 | 100 |
| | | March 19, 2024 | 5 | 5 | 100 |

| | | | | Attendance | |
|-------|-------------------------------------------------------------------------------|------------------|-------------------------------------------------------|----------------------------|-----------------|
| Sl.No | Type of Meeting | Date of Meeting | Total Number of Members as on the date of the meeting | Number of Members Attended | % of attendance |
| 6. | Corporate Social Responsibility and Environmental Social Governance Committee | April 26, 2023 | 4 | 4 | 100 |
| | | July 21, 2023 | 4 | 4 | 100 |
| | | January 29, 2023 | 4 | 4 | 100 |
| | | March 19, 2024 | 4 | 4 | 100 |
| | | | | | |
| 7. | Audit Committee | April 27, 2023 | 5 | 5 | 100 |
| | | July 22, 2023 | 5 | 5 | 100 |
| | | October 25, 2023 | 5 | 4 | 80 |
| | | January 30, 2024 | 5 | 5 | 100 |
| | | March 19, 2024 | 5 | 5 | 100 |
| | | | | | |
| 8. | Nomination and Remuneration Committee | April 26, 2023 | 4 | 4 | 100 |
| | | July 22, 2023 | 4 | 4 | 100 |
| | | October 25, 2023 | 4 | 4 | 100 |
| | | January 30, 2024 | 4 | 4 | 100 |
| | | March 19, 2024 | 4 | 4 | 100 |