

FORM NO. MGT-7

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



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 GENE

(b) Registered office address

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

(c) *e-mail ID of the company

MA*****PA.C

(d) *Telephone number with STD code

04*****00

(e) Website

www.cholainsurance.com

(iii) Date of Incorporation

02/11/2001

(iv)	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 26/07/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ☐ Yes ☒ No

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 FINANCI	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
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	2,988,057,0	2,988,057,0	
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	298805700	2,988,057,0	2,988,057,0	
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 <div></div>						
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)

0

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

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

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

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

Date of the previous annual general meeting			
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	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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
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

75,328,936,204

(ii) Net worth of the Company

24,916,557,933

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
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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 RAMADHARAN	07327977	Director	0	
SUJAY BANARJI	05308958	Director	0	
SRIDHARAN RANGASWAMY	01814413	Director	0	
TSUTOMU AOKI	09568125	Director	0	
SURYANARAYANAN V	01416824	Managing Director	0	
NAOKI TAKEDA	09524037	Whole-time director	0	
VENUGOPALAN SRINIVAS	AABPV9702H	CFO	0	
SURESH KRISHNAN	AJIPK0596J	Company Secretary	0	31/07/2024

(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	26/07/2024
								(Y/N/NA)

1	MURUGAPPA	5	5	100	29	29	100	Yes
2	MARGAM RA	5	5	100	14	14	100	No
3	KASIVAJJULA	5	5	100	15	15	100	Yes
4	SUJAY BANA	5	5	100	15	15	100	Yes
5	SRIDHARAN I	5	5	100	30	30	100	Yes
6	TSUTOMU AC	5	4	80	20	18	90	Not Applicable
7	SURYANARA	5	5	100	29	29	100	Yes
8	NAOKI TAKEI	5	5	100	19	19	100	Yes

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 Direct	46,208,120	0	0	0	0
2	NAOKI TAKEDA	Whole-time Dire	8,542,434	0	0	0	0
	Total		54,750,554	0	0	0	54,750,554

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 SI	Chief Financial C	19,807,419	0	0	0	0
2	SURESH KRISHNA	Company Secre	12,157,548	0	0	0	0
	Total		31,964,967	0	0	0	31,964,967

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 MU	Director	0	1,000,000	0	970,000	0
2	MARGAM RAMA PI	Director	0	1,000,000	0	770,000	0
3	KASIVAJJULA RAM	Director	0	1,000,000	0	800,000	0
4	SUJAY BANARJI	Director	0	1,000,000	0	800,000	0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
5	SRIDHARAN RANG	Director	0	1,000,000	0	1,100,000	0
6	TSUTOMU AOKI	Director	0	1,000,000	0	700,000	0
	Total		0	6,000,000	0	5,140,000	11,140,000

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

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

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

To be digitally signed by

Director

VENKATESWARAN
SURYANARAYANAN

DIN of the director

To be digitally signed by

MAHENDRA
KUMAR
TRIPATHI

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number Certificate of practice number

Attachments

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

List of attachments

Attach	List of Shareholders.pdf
Attach	Form MGT - 8_sd.pdf
Attach	List of debenture holders.pdf
Attach	Annexure.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**Annexure to Annual return****DETAILS OF SHARES HELD AS ON 31/03/2024**

S. No	Client ID	Name	Father's Name	Type of Shares	Number of Shares held	Amount per Share (Rs.)	Address
1.	10001736	M/s. Cholamandalam Financial Holdings Limited	Not Applicable	Equity Shares	179282861	10	“Dare House”, No.234, NSC Bose Road, Chennai – 600001
2.	10001785	M/s. Kartik Investments Trust Limited		Equity Shares	103	10	“Parry House”, 2 nd Floor, No.43, Moore Street, Parrys, Chennai – 600001
3.	10005563	M/s. Ambadi Enterprises Limited		Equity Shares	112	10	“Parry House”, 5 th Floor, No.43, Moore Street, Chennai – 600001
4.	10040784	M/s. Murugappa Management Services Private Limited		Equity Shares	111	10	“Dare House”, Ground Floor, No.234, NSC Bose Road, Chennai - 600001
5.	10002681	M/s. Ambadi Investments Limited		Equity Shares	223	10	“Parry House”, 5 th Floor, No.43, Moore Street, Chennai – 600001
6.	10152127	M/s. Parrys Infrastructure Company Private Limited		Equity Shares	10	10	Dare House, Parry's Corner, Chennai - 600001
7.	30052519	M/s. Mitsui Sumitomo Insurance Company Limited		Equity Shares	119522280	10	No.9, Kanda Surugadai, 3-Chome, Chiyoda-Ku, Tokyo-1018011, Japan
Total					298805700		

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**

R
SRIDHARA
N

Digitally signed
by R SRIDHARAN
Date: 2024.09.04
16:09:06 +05'30'

CS R.SRIDHARAN

CP No.: 3239

FCS No.: 4775

PR.No.657/2020

UIN : S2003TN063400

UDIN: F004775F001133091

**PLACE : CHENNAI
DATE : 04.09.2024**

CHOLAMANDALAM MS GENERAL INSURANCE COMPANY LIMITED
ANNEXURE TO MGT-7

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

C. COMMITTEE MEETINGS

Sl.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.	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	3	75
		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

• **Designated Person under Rule 9(4) of Companies (Management and Administration) Rules, 2014:**

- a. Mr. Suresh Krishnan, Company Secretary was designated as the Designated Person of the Company under Rule 9(4) of Companies (Management and Administration) Rules, 2014 at the board meeting held on January 30, 2024.
- b. Consequent to retirement of Mr. Suresh Krishnan, the Board at its meeting held on July 27, 2024 had appointed Mr. Mahendra Kumar Tripathi, Company Secretary, as the Designated Person of the Company with effect from August 01, 2024 under Rule 9(4) of Companies (Management and Administration) Rules, 2014.