



CHENNAI SUPER KINGS CRICKET LIMITED

CIN: U74900TN2014PLC098517

Registered Office : "Dhun Building", 827, Anna Salai, Chennai - 600 002.

Website: www.chennaisuperkings.com E-Mail ID: investor@chennaisuperkings.com

Phone: 044 - 2852 1451

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Fifth Annual General Meeting of Chennai Super Kings Cricket Limited will be held at 11.00 A.M. on Thursday, the 26th September, 2019, at TSN Memorial Hall, Thazhambur Road, Off. Old Mahabalipuram Road, Navalur, Chennai 600 130 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019 and the Report of Directors and Auditors thereon.
2. To appoint a Director in the place of Mr.L.Sabaretnam (DIN: 000276882) who retires by rotation and is eligible for reappointment.
3. To appoint Auditors and fix their remuneration:

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) M/s.Brahmayya & Co. (Registration No.000511S) Chartered Accountants, Chennai, be and are hereby appointed as Statutory Auditors of the Company for a term of 5 years to hold office from the conclusion of the Fifth Annual General Meeting until the conclusion of the Tenth Annual General Meeting and that their remuneration for the year 2019-20 be and is hereby fixed at ₹ 10,00,000/- exclusive of applicable tax, all travelling and out of pocket expenses which shall be reimbursed to them and for subsequent years as may be determined by the Board of Directors on the recommendation of Audit Committee."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Sri. B. Kalyanasundaram (DIN: 06993778) a Non-executive Independent Director of the Company, who holds office upto 8th December, 2019 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for a second and final term of 5 consecutive years from 9th December, 2019 to 8th December, 2024 and that he shall not be liable to retire by rotation."



NOTES:

- 1 Explanatory Statement is annexed to the Notice of the Fifth Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of Item No.4.
- 2 Details pursuant to Secretarial Standard on General Meetings (SS 2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment / reappointment at the Annual General Meeting are annexed for items no. 2 and 4 of the Notice convening the 5th Annual General Meeting of the Company.
- 3 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights; provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or shareholder. The proxy form, duly completed and signed, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
- 4 In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 5 Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
- 6 The Register of Members and Share Transfer Books of the Company will remain closed from 20.09.2019 to 26.09.2019 (both days inclusive).
- 7 Members are requested to contact the Registrar and Share Transfer Agent (RTA) for all matters connected with the Company's shares at Integrated Registry Management Services Private Limited, 2nd Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600017, Tel.: 044-28140801 to 28140803 & Fax: 044-28142479; Email:corpsev@integratedindia.in.
- 8 Members holding shares in physical form are requested to notify change of address, if any, to the RTA. Members holding shares in physical form in more than one folio are requested to write to the RTA immediately enclosing their Share Certificates for consolidation of their holdings into one folio.
- 9 Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records.
- 10 Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is / are entitled to nominate in the prescribed manner, a person to whom his / her / their shares in the Company, shall vest after his / her / their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility are requested to write to the Company / RTA.



- 11 Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-attested photocopy of PAN Card of the claimant(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transmission / transposition, is mandatory.
- 12 In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, and Secretarial Standard on General Meetings (SS2), Annual Report along with this Notice of the Annual General Meeting, Attendance Slip and Proxy Form is sent by e-mail to those Members who have registered their e-mail address with the Company/Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.
- 13 Shareholders are requested to note that the said documents would also be available on the Company's website 'www.Chennaisuperkings.com' from where it can be downloaded. In case any Shareholder desires to receive the above document(s) in physical form, such Shareholder is required to write a letter to the Company/RTA or send an e-mail to investor@chennaisuperkings.com quoting their DP ID and Client ID Number in case the shares are held in electronic form and Folio Number in case the shares are held in physical form.
- 14 Members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with (i) the Depository Participant(s), if the shares are held in electronic form and (ii) with the Company / Registrar & Share Transfer Agent (RTA) of the Company, if the shares are held in physical form.
- 15 Members holding shares in physical form are requested to submit their PAN and Bank Account Details to RTA / Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque leaf. The original cancelled cheque leaf should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the Bank Officials.
- 16 Securities of unlisted companies can only be transferred in dematerialised form with effect from 2nd October, 2018, except in case of request received for transmission or transposition of securities. In view of the above, members are advised to dematerialise equity shares held by them in physical form.
- 17 Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members, facility to exercise their right to vote at the 5th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper. In case any member casts his / her vote through ballot at the AGM in addition to remote e-Voting, the voting through remote e-Voting shall be considered as final and vote cast at the AGM through ballot shall be considered as invalid.

The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.



A Member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.

I The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab
- (iii) Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification as displayed and Click on Login).
- (iv) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given in points (v) and (vi).

(v) Fill up the following details in the appropriate boxes:

For Members holding shares both in Demat and Physical Form

PAN* : Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

DOB# : Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details# : Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (Sequence number has been provided as Serial number in the address label and / or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Deepak Raj with sequence number 1 then enter DE00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository and company please enter the Member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (ix) Click on the EVSN for Chennai Super Kings Cricket Limited.
 - (x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xiv) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
 - (xvi) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- II. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The e-voting period commences on 22.09.2019 (9:00 A.M) and ends on 25.09.2019 (5:00 P.M). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 19.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 19.09.2019.



- VI. Smt.P.R.Sudha, practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than fortyeight hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.chennaisuperkings.com and on the website of CDSL after the declaration of result by the Chairman or a person authorized by him in writing.
- 18 Members are requested to bring the annual report with them to the Annual General Meeting.

(By order of the Board)
for CHENNAI SUPER KINGS CRICKET LIMITED

Place : Chennai
Date : 28.08.2019

K.S.VISWANATHAN
Wholetime Director



PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETINGS (SS2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / REAPPOINTED, VIDE ITEMS NO.2 AND 4 OF THE NOTICE CONVENING THE 5TH ANNUAL GENERAL MEETING OF THE COMPANY.

(i) Name of the Director : Sri L.Sabaretnam
Date of Birth : 19th June, 1940
Date of appointment on the Board as Director : 19th December, 2014
Qualification : M.B.A (Marketing)
Brief Profile / Experience : Mr.L.Sabaretnam has more than 4 decades of experience in the cement industry. He was the former CEO of Coromandel Sugars Limited and former Director of Chennai Petroleum Corporation Limited, Indian Oil Corporation and SIPCOT and former Syndicate Member of Annamalai University. He was former President and present Executive Committee Member of Madras Chambers of Commerce and Industry. He was formerly Deputy President of ASSOCHAM and Chairman of Indian Institute of Plant Engineers. He was also a member of Regional Advisory Committee of Indian Airlines. He is presently patron of Bharatiya Vidya Bhavan, Chennai Kendra, Music Academy and Kartik Fine Arts and Trustee and Vice President of Madhya Kailash Temple.

Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis : 100

List of outside Directorships held in Public Companies : Public Companies :
1. Coromandel Sugars Limited
2. Biosynth Life Sciences India Limited
3. Coromandel Electric Company Limited
4. ICL Shipping Limited
5. ICL Financial Services Limited
6. ICL Securities Limited

Relationships between directors inter-se / Key Managerial Personnel : Nil

(ii) Name of the Director : Sri B.Kalyanasundaram
Date of Birth : 12th August 1947
Date of appointment on the Board as Director : 19th December 2014
Qualification : B.E., M.B.A.,
Brief Profile / Experience : Sri B. Kalyanasundaram is an Engineering Graduate from Regional Engineering College (REC), Calicut and had work experience of more than three decades in multi-national companies. He was a former Indian First class cricketer and played matches representing Tamilnadu and Kerala. He was a medium pacer par excellence and with a hattrick in the Ranji final against Mumbai in 1973. He had his style of capturing more wickets. He was a qualified BCCI match referee. He was a selector for various age groups including Ranji Trophy team of Tamilnadu.

Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis : Nil

List of outside Directorships held in Public Companies : Nil

Relationships between directors inter-se / Key Managerial Personnel : Nil



EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE 5TH ANNUAL GENERAL MEETING OF THE COMPANY AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NO.4 OF THE SAID NOTICE

Item No.4:

Sri. B. Kalyanasundaram (DIN: 06993778) was appointed as an Independent Director of the Company for a period of three consecutive years with effect from 9th December, 2016 and he will hold office upto 8th December, 2019.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, ("the Act") an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for reappointment of another term on passing a Special Resolution by the Members of the Company.

Sri.B.Kalyanasundaram is eligible for reappointment as an Independent Director in terms of Section 149(4) and has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act.

In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Sri.B.Kalyanasundaram is proposed to be reappointed as an Independent Director for a second and final term of 5 consecutive years with effect from 9th December, 2019.

The Nomination and Remuneration Committee at its meeting held on 28.08.2019, after considering his qualification, knowledge, acumen, expertise and experience in various fields and the contribution made by him during his first term of 3 years as Independent Director, has recommended to the Board of Directors, his reappointment as an Independent Director for the aforesaid term and the Board of Directors has approved the same.

Notice in writing under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose the reappointment of Sri.B.Kalyanasundaram as an Independent Director of the Company. Sri. B. Kalyanasundaram fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. The Board considers that his reappointment as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Special Resolution as set out in Item No.4 of the Notice convening the 5th Annual General Meeting of the Company for approval of Members.

The disclosure containing the profile and other details of Sri. B. Kalyanasundaram as required under Secretarial Standard on General Meetings (SS2) is annexed to the Notice.

A copy of the draft letter of reappointment of Sri. B. Kalyanasundaram as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day prior to the date of the meeting and will also be available for inspection at the meeting.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Sri. B. Kalyanasundaram and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

(By order of the Board)
for CHENNAI SUPER KINGS CRICKET LIMITED

Place : Chennai
Date : 28.08.2019

K.S.VISWANATHAN
Wholetime Director