

# 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 Tenth Annual General Meeting of Chennai Super Kings Cricket Limited will be held at 10.20 A.M. [Indian Standard Time] (IST) on Friday, the 27<sup>th</sup> September, 2024, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024 and the Reports of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024 and the Report of Auditors thereon.
3. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:  
"RESOLVED THAT Smt.E.Jayashree (DIN: 07561385) who retires by rotation and is eligible for reappointment be and is hereby reappointed as a Director of the Company, subject to retirement by rotation."
4. To consider and if thought fit, to pass 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") and the Companies (Audit and Auditors) Rules, 2014 (including any amendment thereof for the time being in force), M/s.Brahmayya & Co. (Registration No.000511S), Chartered Accountants, Chennai, be and are hereby reappointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years to hold office from the conclusion of the Tenth Annual General Meeting until the conclusion of the Fifteenth Annual General Meeting of the Company, on a remuneration of ₹ 17,00,000/- (Rupees Seventeen Lakhs only) for the financial year 2024-25, exclusive of applicable taxes and all travelling and out of pocket expenses, which shall be reimbursed to them and for the subsequent years, as may be determined by the Board of Directors on the recommendation of the Audit Committee."

### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolutions as SPECIAL RESOLUTIONS:  
"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, framed thereunder (including any amendment thereof for the time being in force) and other applicable laws and regulations, if any, Articles of Association of the Company and subject to requisite approvals, as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the Company hereby accords its approval and consent for the appointment of Sri.K.S.Viswanathan (DIN:06965671), aged about 71 years, as Managing Director of the Company for a period of three years with effect from 19.01.2025 and for the payment of remuneration to him on the following terms for his services as Managing Director:  
(a) Salary: Consolidated ₹ 8,17,000/- per month.  
(b) Perquisites & Allowances:  
House Rent Allowance : ₹ 53,000/- per month;  
Other Allowances : ₹ 1,75,000/- per month;  
Reimbursement of Medical Expenses incurred for Self, Spouse and Dependents subject to a maximum of ₹ 1,80,000/- per annum.



- (c) Commission: Such percentage of commission (in addition to salary, allowances, perquisites, and other benefits as stated above) calculated with reference to the net profit of the Company for each financial year as may be recommended by the Nomination and Remuneration Committee and fixed by the Board of Directors.”

“RESOLVED FURTHER THAT the remuneration by way of Salary, allowances, perquisites and other benefits as specified above, including commission, payable to Sri.K.S.Viswanathan, Managing Director, during his tenure of office will be in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V to the Act.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during his term of office, the Company will pay remuneration by way of salary, perquisites, allowances and benefits, as specified above, as minimum remuneration to Sri.K.S.Viswanathan, Managing Director, which together shall not exceed the ceiling laid down under Section 197 of the Companies Act, 2013 read with Schedule V to the Act or such other limit as may be prescribed by the Government, from time to time, subject to obtaining any other requisite approvals.”

“RESOLVED FURTHER THAT the scope and quantum of remuneration specified herein above, may be enhanced, enlarged or varied by the Board of Directors in conformity to the relevant provisions of the Act and/or the Rules and Regulations, including any amendments thereto and/or such guidelines as may be stipulated by the Government of India from time to time, so however, the overall enhancement of the amount under each head as specified above shall not exceed 10% per annum during the tenure of his office as Managing Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such act(s), deed(s) and thing(s), as may be required to give effect to the aforesaid resolutions.”

6. To consider and if thought fit, to pass the following resolutions as ORDINARY RESOLUTIONS:

“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), Sri.Sanjay Shantilal Patel (DIN: 00283429), who was appointed as an Additional and Non-Executive Independent Director by the Board of Directors with effect from 22.02.2024 and who holds office upto the date of the ensuing Annual General Meeting of the Company 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 who is eligible for appointment as an Independent Director 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 appointed as an Independent Director of the Company to hold office for a term of three consecutive years from 22.02.2024 to 21.02.2027 and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, including its Committees thereof, be and is hereby authorised to do all such act(s), deed(s), matter(s) and thing(s), as may be necessary, proper, expedient and desirable for the purpose of giving effect to the above resolution.”

7. To consider and if thought fit, to pass the following resolutions as ORDINARY RESOLUTIONS:

“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), Sri.V.Manickam (DIN: 00179715), who was appointed as an Additional and Non-Executive Independent Director by the Board of Directors with effect from 22.02.2024 and who holds office upto the date of the ensuing Annual General Meeting of the Company 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 who is eligible for appointment as an Independent Director 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 appointed as an Independent Director of the Company to hold office for a term of three consecutive years from 22.02.2024 to 21.02.2027 and that he shall not be liable to retire by rotation.”



“RESOLVED FURTHER THAT the Board of Directors of the Company, including its Committees thereof, be and is hereby authorised to do all such act(s), deed(s), matter(s) and thing(s), as may be necessary, proper, expedient and desirable for the purpose of giving effect to the above resolution.”

#### NOTES:

1. Explanatory Statement is annexed to the Notice of the Tenth Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of Items No.4 to 7.
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.3, 5 to 7 of the Notice convening the Tenth Annual General Meeting of the Company.
3. Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022 and 09/2023 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 13<sup>th</sup> January 2021, 5<sup>th</sup> May 2022, 28<sup>th</sup> December 2022 and 25<sup>th</sup> September 2023, respectively issued by the Ministry of Corporate Affairs, Government of India (“MCA”), Companies are permitted to conduct the Annual General Meeting (AGM) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). Accordingly, the Tenth Annual General Meeting of the Members of the Company shall be conducted in virtual mode i.e., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) (“Virtual AGM”), as per the guidelines issued by the MCA. The deemed venue of this meeting shall be the Registered Office of the Company at ‘Dhun Building’, 827, Anna Salai, Chennai – 600 002. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for remote e-Voting, participating in the meeting through VC / OAVM and vote during the AGM through e-Voting system is explained in Note No.17 below and is also available on the website of the Company at [www.chennaisuperkings.com](http://www.chennaisuperkings.com).
4. Members are hereby informed that the Tenth Annual General Meeting of the Company shall be conducted in virtual mode i.e., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) and there will be no physical meeting of the shareholders taking place at a common venue and physical presence of the members has been dispensed with to participate and vote in the Tenth Annual General Meeting of the Company.

The attendance of Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. 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 (SS-2) and the General Circulars No.20/2020, 02/2021, 02/2022, 10/2022 and 09/2023 dated 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 5<sup>th</sup> May 2022, 28<sup>th</sup> December 2022 and 25<sup>th</sup> September 2023, respectively issued by MCA, the Annual Report containing the Notice of Tenth Annual General Meeting, financial statements, Board's report, Auditor's report and other documents required to be attached therewith are being sent only by e-mail to those Members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent viz., Integrated Registry Management Services Private Limited (RTA) (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.

In line with the circulars issued by MCA, the Annual Report containing the said documents including Notice of AGM is also made available on the Company's website [www.chennaisuperkings.com](http://www.chennaisuperkings.com) and on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com) from where it can be downloaded. Shareholders may please note that no physical / hard copy of the aforesaid documents will be sent by the Company.

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.



6. Pursuant to the Circular No.14/2020 dated 8<sup>th</sup> April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the proxy form, attendance slip and Route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

Corporate Members intending to authorize their representatives to attend the AGM through VC/ OAVM and vote through e-Voting are requested to send to the Company a certified copy of the Board Resolution authorising their representatives to attend the AGM through VC/ OAVM and cast their votes through e-Voting.

7. Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in Note No.17 of the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), promoters, Institution Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.

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

In case of joint holders attending the AGM in virtual mode, only such joint holder who is higher in the order of names as per the Register of Members of the Company, will be entitled to attend and vote.

8. Members holding shares in physical form or those who have not registered their e-mail IDs will be allowed to take part in the remote e-voting or through the e-voting system during the AGM in virtual mode as per the procedure detailed in Note No.17 below.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2024 to 27.09.2024 (both days inclusive).
10. 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, 2<sup>nd</sup> Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600017, Tel.: 044-28140801 to 28140803 & Fax: 044-28142479; Email:corpser@integratedindia.in.

Members holding shares in physical form are requested to notify all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc., 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.

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.

11. M/s.Brahmayya & Co., Chartered Accountants, Statutory Auditors, were appointed in the AGM held on 26<sup>th</sup> September, 2019 for a term of five years to hold office from the conclusion of the Fifth AGM until the conclusion of the Tenth AGM of the Company. In terms of Provisions of Section 139 of the Companies Act, 2013 and based on the recommendation of the Audit Committee the Board of Directors of the company has recommended the reappointment of M/s.Brahmayya & Co. Chartered Accountant as Statutory Auditors of the company for a term of 5 years subject to approval of the shareholders.
12. The Register of Directors and Key Managerial Personnel and their shareholding, as maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection of Members on the website of the Company at [www.chennaisuperkings.com](http://www.chennaisuperkings.com) and at the Registered Office of the Company between 11.00 A.M. and 01.00 P.M. on any working day, prior to the date of the meeting.



13. 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 may submit nomination in the prescribed Form SH-13 with the Company / RTA. In respect of shares held in dematerialized form, Members may submit their nomination form with their respective Depository Participants.
14. 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 lodgment of request for transmission / transposition, is mandatory.
15. Members holding shares in physical form are requested to submit their PAN and Bank Account Details to RTA / Company by forwarding duly signed letter along with self-attested copy of PAN Card and cancelled cheque leaf. The cancelled cheque leaf should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement issued by the Bank.
16. Securities of unlisted companies can only be transferred in dematerialised form with effect from 2<sup>nd</sup> 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:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards issued by The Institute of Company Secretaries of India and MCA Circulars dated 8<sup>th</sup> April 2020 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 13<sup>th</sup> January 2021, 5<sup>th</sup> May 2022, 28<sup>th</sup> December 2022 and 25<sup>th</sup> September 2023, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting (AGM). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the Annual General Meeting will be provided by CDSL.

In line with MCA Circulars, the Notice of the AGM has been uploaded on the website of the Company at [www.chennaisuperkings.com](http://www.chennaisuperkings.com). The Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

#### **I THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode
  - Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The remote e-voting period commences on 24.09.2024 (09.00 A.M. IST) and ends on 26.09.2024 (05.00 P.M. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20.09.2024, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the AGM.
  - (iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to the entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants.



Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method	
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	1)	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.
	2)	After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service so that the user can visit the e-Voting service providers' website directly.
	3)	If the user is not registered for Easi/Easiest, option to register is available at CDSL website: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login & New System Myeasi Tab & then click on registration option.
	4)	Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	1)	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Type of shareholders	Login Method
	2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at Toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll free No.: 022 - 4886 7000 and 022 - 2499 7000.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or 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) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 Resolution details.
- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.





- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
  - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; [sudha.pr2@gmail.com](mailto:sudha.pr2@gmail.com) or [sudha\\_pr@yahoo.com](mailto:sudha_pr@yahoo.com) and to the Company at [investor@chennaisuperkings.com](mailto:investor@chennaisuperkings.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **II INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING THE AGM ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions/seek any information during the meeting with regard to any item(s) of business to be transacted at the AGM may register themselves as a speaker by sending their request from the registered email id in advance at least i.e., on or before 21.09.2024 mentioning their name, demat account number/folio number, email id, mobile number at



investor@chennaisuperkings.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance i.e., on or before 21.09.2024 mentioning their name, demat account number/folio number, email id, mobile number at investor@chennaisuperkings.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **III PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For shareholders holding shares in physical form - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card along with your email id & Mobile No. to be updated) by email to Company at investor@chennaisuperkings.com or to RTA at copserv@integratedindia.in.
2. For shareholders holding shares in Demat form- Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**IV** If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

**V** All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatal Mills Compound, N M Joshi Marg, Lower Parel (East), Mumbai 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free No.1800 22 55 33.

**VI** 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).

**VII** 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. 20.09.2024.

**VIII** Smt.P.R.Sudha, Company Secretary in Practice (Membership No.F6046, C.P.No.4468), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

**IX** Any person, who acquires shares of the Company and becomes a member of the Company after forwarding the notice and holding as of the cut-off date i.e. 20.09.2024, may obtain the login ID and password by sending an email to investor@chennaisuperkings.com or corpserv@integratedindia.in or helpdesk.evoting@cdslindia.com by mentioning their DP ID and Client ID No.



- X** A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or e-Voting during the AGM.
- XI** The Scrutinizer shall after the conclusion of voting at the general meeting in VC /OAVM mode, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting and shall submit, not later than three days 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.
- XII** The Results declared along with the report of the Scrutinizer shall be placed on the Company's website [www.chennaisuperkings.com](http://www.chennaisuperkings.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) after the declaration of result by the Chairman or a person authorized by him in writing.

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

K.S.VISWANATHAN  
WHOLETEIME DIRECTOR  
DIN: 06965671

Place : Chennai  
Date : 29.08.2024



**PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / REAPPOINTED, VIDE ITEMS NO. 3, 5 TO 7 OF THE NOTICE CONVENING THE 10<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

(i)	Name of the Director	:	Smt. E.Jayashree
	Director Identification Number (DIN)	:	07561385
	Date of Birth & Age	:	24.08.1972 & 52 years
	Date of appointment on the Board as Director	:	19.03.2020
	Date of last reappointment as Director	:	N.A.
	Category of proposed Directorship	:	Non-Independent, Non-Executive Director liable to retire by rotation
	Qualification	:	B.Com., PGDBA, ACS
	Brief Profile / Experience	:	Smt. E.Jayashree has overall corporate experience of more than two decades in secretarial, legal and other related areas of importance. She has been associated with the Company as a Director since 2020.
	Remuneration paid and proposed to be paid	:	Nil
	List of outside Directorships held in Public Companies	:	Nil
	Chairman/Member of the Committees of Board of Directors of the Company	:	Nil
	Chairman/Member of the Committees of Board of Directors of other Companies in which she is a Director	:	Nil
	Relationships between directors inter-se / Key Managerial Personnel	:	Nil
No. of Meetings of the Board attended during the year	:	8	

(ii)	Name of the Director	:	Sri. K.S.Viswanathan
	Director Identification Number (DIN)	:	06965671
	Date of Birth & Age	:	27.02.1953 & 71 years
	Date of appointment on the Board as Director	:	19.01.2018
	Date of appointment on the Board as Wholetime Director	:	19.01.2018
	Date of last reappointment as Wholetime Director	:	21.09.2022
	Category of proposed Directorship	:	Managing Director
	Qualification	:	B.Com



Brief Profile / Experience	:	Sri. K.S.Viswanathan, Wholetime Director, is a graduate in Commerce and has been associated with the Company as Director from 2014 to 2016 and as Wholetime Director from 2018 till date. Sri.K.S.Viswanathan has expertise in Cricket and Sports related activities for over 5 decades. He served as an Executive Committee member for the periods from 1996 to 2002, as an Assistant Secretary from 2003 to 2006 and finally as Secretary from 2007 to 2017 in the Tamil Nadu Cricket Association (TNCA). He was also a member on various committees of the Board of Control for Cricket in India (BCCI) from 2005 to 2015. He is responsible for the day-to-day management of the Company.
Remuneration paid to him for the financial year 2023-24 as Wholetime Director	:	₹ 114.84 Lakhs p.a.
Remuneration proposed to be paid to him as Managing Director	:	₹ 127.20 Lakhs p.a. (excluding commission)
Number of equity shares held in the Company by the Director or for other persons on a beneficial basis	:	9108
List of outside Directorships held in Public Companies	:	Nil
Chairman/Member of the Committees of Board of Directors of the Company.	:	Stakeholders Relationship Committee – Member
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	:	Nil
Relationships between directors inter-se / Key Managerial Personnel	:	Nil
No. of Meetings of the Board attended during the year	:	8

(iii)	Name of the Director	:	Sri. Sanjay Shantilal Patel
	Director Identification Number (DIN)	:	00283429
	Date of Birth & Age	:	23.03.1952 & 72 years
	Date of appointment on the Board as Director	:	22.02.2024
	Date of last reappointment as Director	:	N.A.
	Category of proposed Directorship	:	Independent, Non-Executive Director
	Term of Appointment	:	First term for 3 (Three) years from 22.02.2024
	Qualification	:	B.Com. (Hons.), FCA



Brief Profile / Experience	:	Sri Sanjay Shantilal Patel is a qualified Chartered Accountant holding a Bachelor's Degree in Commerce and has vast experience in Income Tax (Corporate), International Tax Laws, FEMA, Venture Capital Financing and Mergers. He was the Founder of J.R.S. Patel & Co., Chartered Accountants, which was later converted into a Partnership Firm and is presently in the name of JHS & Associates LLP. He is a Member of the Advisory Committee of many international firms, hospitals, banks etc.
Remuneration paid and proposed to be paid	:	Nil
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	:	<u>Listed:</u> The India Cements Limited
Chairman/Member of the Committees of Board of Directors of the Company.	:	Audit Committee – Member
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	:	The India Cements Limited Audit Committee – Member
Relationships between directors inter-se / Key Managerial Personnel	:	Nil
No. of Meetings of the Board attended during the year, post his appointment	:	1

(iv)	Name of the Director	:	Sri. V.Manickam
	Director Identification Number (DIN)	:	00179715
	Date of Birth & Age	:	01.04.1952 & 72 years
	Date of appointment on the Board as Director	:	22.02.2024
	Date of last reappointment as Director	:	N.A.
	Category of proposed Directorship	:	Independent, Non-Executive Director
	Term of Appointment	:	First term for 3 (Three) years from 22.02.2024
	Qualification	:	B.Sc., ACA
	Brief Profile / Experience	:	Sri.V.Manickam is a Chartered Accountant and had over 4 decades of experience of which 3 decades of service in Life Insurance Corporation of India (LIC) in various capacities, the last being Executive Director (Investment, Monitoring and Accounting) and retired as Managing Director and CEO of LIC Pension Fund. Post retirement, he served as Secretary General of Life Insurance Council. He also served as an Independent Director on the Board of E.I.D. Parry (India) Limited for the period of two terms from July 2014 to July 2022.



		He had served as a Director on the Board of The India Cements Limited for about a decade representing LIC as its Nominee Director and then as Independent Director for two terms from August 2014 to August 2018. He also served as Independent Director in India Cements Capital Limited from February 2015 to September 2022. Presently, he is an Independent Director on the Board of The India Cements Limited and a Non-Executive Chairman of India Cements Capital Limited.
Remuneration paid and proposed to be paid	:	Nil
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	:	<u>Listed:</u> The India Cements Limited India Cements Capital Limited  <u>Unlisted:</u> Shriram Life Insurance Company Limited
Chairman/Member of the Committees of Board of Directors of the Company.	:	Audit Committee – Member
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	:	<u>India Cements Capital Limited:</u> Audit Committee – Chairman Stakeholders Relationship Committee – Member
Relationships between directors inter-se / Key Managerial Personnel	:	Nil
No. of Meetings of the Board attended during the year, post his appointment	:	1



**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE TENTH ANNUAL GENERAL MEETING OF THE COMPANY AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEMS NO.4 TO 7 OF THE SAID NOTICE**

**Item No.4**

M/s.Brahmayya & Co. (Registration No.000511S), Chartered Accountants, Chennai, were reappointed as Statutory Auditors of the Company at the Fifth Annual General Meeting (AGM) held on 26.09.2019, for a term of 5 consecutive years to hold office from the conclusion of Fifth AGM till the conclusion of the Tenth AGM and they would be completing their term of office as on 27.09.2024, the date of the ensuing AGM of the Company.

Based on the evaluation and recommendation of the Audit Committee, the Board of Directors at its meeting held on 29.08.2024, recommended the reappointment of M/s.Brahmayya & Co. (Registration No.000511S), Chartered Accountants, Chennai, for a term of 5 consecutive years to hold office from the conclusion of the Tenth Annual General Meeting until the conclusion of the Fifteenth Annual General Meeting, for the approval of the members at the existing remuneration of Rs.17,00,000/- (Rupees Seventeen Lakhs only) for the year 2024-25, exclusive of applicable taxes and 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 the Audit Committee.

There is no material change in the terms of reappointment, including the remuneration proposed to be paid to M/s.Brahmayya & Co., for the year ending 31<sup>st</sup> March, 2025.

The Company has obtained written consent and certificate from the Auditors confirming that their reappointment, if made, shall be in accordance with the conditions and criteria laid down under the Companies Act, 2013 and they hold a valid peer review certificate issued by the Institute of Chartered Accountants of India.

The Board after considering the credentials of M/s.Brahmayya & Co., Chartered Accountants, recommends the ordinary resolution as set out in Item No.4 of the Notice convening the 10<sup>th</sup> AGM of the Company for approval of the Members.

**Interest of Directors and Key Managerial Personnel:**

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in the resolution.

**Item No.5**

Sri.K.S.Viswanathan (DIN: 06965671) was appointed as a Director and Wholetime Director of the Company for a period of three years with effect from 19<sup>th</sup> January, 2018.

The shareholders at the Eighth Annual General Meeting of the Company held on 21.09.2022, based on the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors, had passed requisite resolutions approving the reappointment of Sri.K.S.Viswanathan as Wholetime Director, for a further period of two years with effect from 19<sup>th</sup> January, 2023 and payment of remuneration to him for his services as Wholetime Director of the Company as detailed in the said resolutions. Thus, the present term of office of Sri.K.S.Viswanathan as Wholetime Director of the Company would conclude on the close of business hours on 18<sup>th</sup> January, 2025.

It is proposed to appoint Sri.K.S.Viswanathan as a Managing Director of the Company for a period of three years on the terms as detailed in the resolutions with effect from 19<sup>th</sup> January, 2025 and he will be responsible for the day-to-day management of the Company. The appointment of Sri.K.S.Viswanathan as Managing Director and payment of remuneration to him are proposed after considering the following:

Sri.K.S.Viswanathan is a graduate in Commerce and has been associated with the Company as Director from 2014 to 2016 and as Wholetime Director from 2018 till date. Sri.K.S.Viswanathan has expertise and wealth of knowledge and experience in Cricket and Sports related activities and his association with the game spans over five decades. He served as an Executive Committee member for the periods from 1996 to 2002, as an Assistant Secretary from 2003 to 2006 and finally as Secretary from 2007 to 2017 in the Tamil Nadu Cricket Association





(TNCA). He was also a member on various committees of the Board of Control for Cricket in India (BCCI) from 2005 to 2015. Under the able guidance of Sri.K.S.Viswanathan, the CSK Team has won five IPL Titles, appeared in 10 IPL Finals and have qualified for the playoff stages 12 times. During his tenure of office, the “Super Kings Academy”, a training centre for budding cricketers was started in the year 2022-23 and it has its presence across Tamil Nadu and two overseas locations. There were about 1100 students trained and few of them represented Tamil Nadu across different age groups and participated in ‘TNCA League’.

Besides the above, the Company owns and operates ‘Joburg Superkings Franchise’ through its overseas Subsidiary, viz., Joburg Superkings (PTY) Ltd., in South Africa 20 (SA20). The Team finished as semi-finalists in the Season 2 of SA20. The Company increased its Global footprint by being part of the Major League Cricket in USA through Texas Super Kings International LLC. During the year, Texas Super Kings International LLC participated in the first season of Major League Cricket under the team name Texas Super Kings and finished as semi-finalists. Sri.K.S.Viswanathan’s continued encouragement and active involvement helped the Company in many ways to attain progress including venturing into such new initiatives.

Considering the above, the continued leadership of Sri K.S.Viswanathan in the years ahead will be more beneficial and in the best interests of the Company and he will function as Managing Director subject to the superintendence, direction and control of the Board of Directors.

The Nomination and Remuneration Committee (NRC) at its meeting held on 29.08.2024 has considered the appointment of Sri.K.S.Viswanathan as a Managing Director of the Company and after evaluating his performance and the contributions made by him during his tenure as a Wholetime Director of the Company, unanimously recommended his appointment as Managing Director for a period of three years with effect from 19<sup>th</sup> January 2025 to the Board of Directors and the Board after evaluation, has unanimously approved the appointment of Sri.K.S.Viswanathan as Managing Director on the terms as detailed in the resolutions with effect from 19<sup>th</sup> January 2025, subject to the approval of the shareholders.

In terms of Section 196(3) read with Schedule V to the Companies Act, 2013, Companies are required to pass a special resolution for appointing or continuing the employment of any person as Managing Director, Wholetime Director or Manager, who has attained the age of 70 years. Since Sri.K.S.Viswanathan has attained the age of 71 years, approval of the members by way of special resolution is required to be obtained for his appointment as Managing Director of the Company.

Hence, approval of the Members by way of Special Resolutions is being sought for the appointment of Sri.K.S.Viswanathan as Managing Director and the terms of his appointment and payment of remuneration to him on the terms as detailed in the resolutions set out in the accompanying Notice.

The disclosure containing the profile and other details of Sri K.S.Viswanathan as required under Secretarial Standard on General Meetings (SS2) is annexed to the Notice of the Annual General Meeting of the Company.

The Board of Directors recommends the Special Resolutions as set out in Item No.5 of the Notice of the 10<sup>th</sup> Annual General Meeting of the Company for approval of the Members.

#### **Interest of Directors and Key Managerial Personnel:**

Sri.K.S.Viswanathan is interested in these resolutions as it concerns his appointment. No other Directors or other Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

#### **Item No.6**

Based on the recommendation of the Nomination and Remuneration Committee and in terms of Section 161 of the Companies Act, 2013, Sri.Sanjay Shantilal Patel (DIN 00283429) was co-opted as an Additional and Independent Director on the Company's Board with effect from 22.02.2024 and he will hold office upto the date of the ensuing Annual General Meeting of the Company. He was also appointed as a Non-Executive Independent Director of the Company for a period of 3 (three) years from 22.02.2024 to 21.02.2027, subject to the approval of the shareholders.

Sri.Sanjay Shantilal Patel is a qualified Chartered Accountant holding a Bachelor’s Degree in Commerce and



has vast experience in Income Tax (Corporate), International Tax Laws, Foreign Exchange Management Act, 1999, Venture Capital Financing and Mergers. He was the Founder of J.R.S.Patel & Co., Chartered Accountants, which was later converted into a Partnership Firm and is presently in the name of JHS & Associates LLP. He is a Member of the Advisory Committee of many international firms, hospitals, banks etc.

Sri.Sanjay Shantilal Patel is eligible for appointment as an Independent Director in terms of Section 149(4) and has consented to act as a Director in terms of Section 152 of the Act and confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act. He has also given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Sri.Sanjay Shantilal Patel is proposed to be appointed as an Independent Director for a term of 3 (three) consecutive years from 22.02.2024 to 21.02.2027.

Considering Sri.Sanjay Shantilal Patel's profile, qualification, acumen, experience and expertise in his functional areas of Audit, Taxation, Financial Management, etc., and also taking into account "The skills, expertise and competencies required for the Board" to function effectively in the conduct of business, the Nomination and Remuneration Committee ascertained and concluded that Sri.Sanjay Shantilal Patel possesses the required skills and capabilities to function effectively as an Independent Director and collectively as a Board and has recommended his appointment as an Independent Director for the aforesaid term and the Board, after appraisal, 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 appointment of Sri.Sanjay Shantilal Patel as an Independent Director of the Company. Sri.Sanjay Shantilal Patel 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 the appointment of Sri.Sanjay Shantilal Patel as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolution as set out in Item No.6 of the Notice convening the AGM for approval of the Members.

The disclosure containing the profile and other details of Sri.Sanjay Shantilal Patel as required under Secretarial Standard on General Meetings (SS2) is annexed to the Notice convening the 10<sup>th</sup> Annual General Meeting of the Company.

A copy of the draft letter of appointment of Sri.Sanjay Shantilal Patel as an Independent Director setting out the terms and conditions would be available for inspection of Members on the website of the Company at [www.chennaisuperkings.com](http://www.chennaisuperkings.com) and at the Registered Office of the Company between 11.00 A.M. and 01.00 P.M. on any working day prior to the meeting.

#### **Interest of Directors and Key Managerial personnel:**

None of the Directors except Sri.Sanjay Shantilal Patel and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

#### **Item No.7**

Based on the recommendation of the Nomination and Remuneration Committee and in terms of Section 161 of the Companies Act, 2013, Sri.V.Manickam (DIN 00179715) was co-opted as an Additional and Independent Director on the Company's Board with effect from 22.02.2024 and he will hold office upto the date of the ensuing Annual General Meeting of the Company. He was also appointed as a Non-Executive Independent Director of the Company for a period of 3 (three) years from 22.02.2024 to 21.02.2027, subject to the approval of the shareholders.

Sri.V.Manickam is a Chartered Accountant with over 4 decades of experience of which 3 decades of service in Life Insurance Corporation of India (LIC) in various capacities, the last being Executive Director (Investment, Monitoring and Accounting) and retired as Managing Director and CEO of LIC Pension Fund. Post retirement, he served as Secretary General of Life Insurance Council. He also served as an Independent Director on the Board of



E.I.D. Parry (India) Limited for the period of two terms from July 2014 to July 2022. He had served as a Director on the Board of The India Cements Limited for about a decade representing LIC as its Nominee Director and then as Independent Director for two terms from August 2014 to August 2018. He also served as Independent Director in India Cements Capital Limited from February 2015 to September 2022. Presently, he is an Independent Director on the Board of The India Cements Limited and a Non-Executive Chairman of India Cements Capital Limited.

Sri.V.Manickam is eligible for appointment as an Independent Director in terms of Section 149(4) and has consented to act as a Director in terms of Section 152 of the Act and confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act. He has also given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Sri.V.Manickam is proposed to be appointed as an Independent Director for a term of 3 (three) consecutive years from 22.02.2024 to 21.02.2027.

Considering Sri.V.Manickam's profile, qualification, acumen, experience and expertise in his functional areas of Finance, Accounts, Audit, Investment, etc., and also taking into account "The skills, expertise and competencies required for the Board" to function effectively in the conduct of business, the Nomination and Remuneration Committee ascertained and concluded that Sri.V.Manickam possesses the required skills and capabilities to function effectively as an Independent Director and collectively as a Board and has recommended his appointment as an Independent Director for the aforesaid term and the Board, after appraisal, 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 appointment of Sri.V.Manickam as an Independent Director of the Company. Sri.V.Manickam 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 the appointment of Sri.V.Manickam as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolution as set out in Item No.7 of the Notice convening the AGM for approval of the Members.

The disclosure containing the profile and other details of Sri.V.Manickam as required under Secretarial Standard on General Meetings (SS2) is annexed to the Notice convening the 10<sup>th</sup> Annual General Meeting of the Company.

A copy of the draft letter of appointment of Sri.V.Manickam as an Independent Director setting out the terms and conditions would be available for inspection of Members on the website of the Company at [www.chennaisuperkings.com](http://www.chennaisuperkings.com) and at the Registered Office of the Company between 11.00 A.M. and 01.00 P.M. on any working day prior to the meeting.

#### **Interest of Directors and Key Managerial personnel:**

None of the Directors except Sri.V.Manickam and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

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

K.S.VISWANATHAN  
WHOLETIME DIRECTOR  
DIN: 06965671

Place : Chennai  
Date : 29.08.2024