

Notice

ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED

(CIN: L67200MH2000PLC129408)

Registered Office: ICICI Lombard House, 414, Veer Savarkar Marg,
Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025

Email: investors@icicilombard.com, Website: www.icicilombard.com

Tel.: 022-61961100, Fax: 022-61961323

Notice is hereby given that the Nineteenth Annual General Meeting ("AGM") of the Members of ICICI Lombard General Insurance Company Limited ("the Company") (CIN: L67200MH2000PLC129408) will be held on Thursday, June 27, 2019 at 11.30 a.m. IST at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400 025 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the interim dividend on equity shares of the Company.
3. To declare final dividend on equity shares of the Company for the financial year ended March 31, 2019.
4. To appoint a Director in place of Mr. Sanjeev Mantri (DIN: 07192264), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. **Appointment of Ms. Vishakha Mulye (DIN: 00203578) as a Non-executive, Non-independent Director of the Company:**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), Guidelines issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time, Ms. Vishakha Mulye (DIN: 00203578), who was appointed as an Additional Director of the Company (and categorised as "Non-executive, Non-independent Director") by the Board of Directors with effect from October 17, 2018, and who holds office upto the date of this AGM in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act proposing her candidature for the office of a Director of the Company, be and is hereby appointed as a Non-executive, Non-independent Director of the Company, liable to retire by rotation, subject to the approval of IRDAI, as applicable."

6. **Appointment of Mr. Sandeep Batra (DIN: 03620913) as a Non-executive, Non-independent Director of the Company:**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), Guidelines issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time, Mr. Sandeep Batra (DIN: 03620913), who was appointed as an Additional Director of the Company (and categorised as

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“Non-executive, Non-independent Director”) by the Board of Directors with effect from October 17, 2018, and who holds office upto the date of this AGM in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Non-executive, Non-independent Director of the Company, liable to retire by rotation.”

7. **Revision in remuneration payable to Mr. Bhargav Dasgupta (DIN: 00047728), Managing Director & CEO of the Company:**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** subject to the applicable provisions of the Companies Act, 2013, the Insurance Act, 1938 and provisions of the Articles of Association of the Company, Guidelines issued by Insurance Regulatory and Development Authority of India (“IRDAI”) from time to time, and subject to the approval of IRDAI, consent of the Members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Bhargav Dasgupta (DIN: 00047728), Managing Director & CEO of the Company, for the period commencing from April 1, 2019 to March 31, 2020 as under:

a. Salary:

₹ 2,038,920/- per month.

b. Allowances:

₹ 1,628,303/- per month (inclusive of header for any allowances, monetised value of benefits delivered to the employee. Illustrative list of contents of allowances basket would include HRA, LTA, superannuation, conveyance, supplementary pay, personal pay etc.)

c. Perquisites:

Perquisites includes cost of Company car as per the eligibility in line with the Group Scheme, fuelled & maintained by the Company and Company provided driver, membership

of two clubs, group life insurance of ₹ 1.5 crores, accident insurance of ₹ 6 crores, medical reimbursement up to ₹ 75,000 p.a., out of which ₹ 15,000 is included in the above allowances, for self, spouse, dependent parents & two children, medical insurance of ₹ 4 lacs covering self, spouse, dependent children & dependent parents, soft furnishing of ₹ 25 lacs for a period of 5 years, reimbursement of home phone, internet usage charges, electricity, gas, water bill reimbursement, children's scholarship as per Employee's Children Scholarship Scheme. Interest subsidy at 5% per annum on any home loan (up to a maximum loan value of ₹ 80,000,000) under the Interest Subsidy Scheme. Post Retirement Group Health Insurance of ₹ 12 lacs p.a. with floater amount of ₹ 36 lacs in a block of 3 years and transportation to home town.

d. Retirals:

₹ 414,512/- per month (includes Provident Fund and Gratuity).

e. Bonus:

An amount up to 70% of his annual fixed salary (i.e. ₹ 30,804,673), as may be determined by the Board. If the bonus, as determined, exceeds 50% of fixed salary then 60% of the bonus will be paid upfront and the balance 40% would be equally deferred over 3 years.

f. Stock Options of ICICI Lombard General Insurance Company Limited:

1,92,100 Stock Options of ICICI Lombard General Insurance Company Limited vesting over three years, in proportions of 30%-30%-40% starting one year from the date of grant of Stock Options.

g. Stock Options of ICICI Bank Limited:

2,28,200 Stock Options of ICICI Bank Limited vesting over three years, in proportions of 30%-30%-40% starting one year from the date of grant of Stock Options. This proposal is subject to necessary approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorised from time to time to determine or revise the amount of Salary, remuneration, including perquisites, Stock Options, and other benefits, as may be agreed with Mr. Bhargav Dasgupta and as approved by the IRDAI, as applicable.

RESOLVED FURTHER THAT the other terms of employment of Mr. Bhargav Dasgupta to the extent not amended or modified herein shall remain unchanged and further the Board of Directors including any Committee thereof as may be authorised, be and are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution."

8. **Revision in remuneration payable to Mr. Alok Kumar Agarwal (DIN: 03434304), Executive Director of the Company:**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013, the Insurance Act, 1938 and provisions of the Articles of Association of the Company, Guidelines issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time, and subject to the approval of IRDAI, consent of the Members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Alok Kumar Agarwal (DIN: 03434304), Wholetime Director designated as Executive Director- Wholesale of the Company, for the period commencing from April 1, 2019 to March 31, 2020 as under:

a. Salary:

₹ 939,640 /- per month.

b. Allowances:

₹ 1,182,384/- per month (inclusive of header for any allowances, monetized value of benefits delivered to the employee. Illustrative list of

contents of allowances basket would include HRA, LTA, superannuation, conveyance, supplementary pay, personal pay etc.)

c. Perquisites:

Perquisites includes cost of Company car as per the eligibility in line with the Group Scheme, one club membership, group life insurance of ₹ 0.9 crores, accident insurance of ₹ 3.6 crores, medical reimbursement upto ₹ 75,000, out of which 15,000 is included in the above allowances, for self, spouse, dependent parents and two children, medical insurance of ₹ 4 lacs covering self, spouse, dependent children & dependent parents, reimbursement of home phone upto ₹ 3,000 per month. Post Retirement Group Health Insurance of ₹ 12 lacs p.a. with floater amount of ₹ 36 lacs in a block of 3 years and transportation to home town.

d. Retirals:

₹ 191,029/- per month (includes Provident Fund and Gratuity).

e. Bonus:

An amount up to 70% of his annual fixed salary (i.e. ₹ 17,825,002), as may be determined by the Board. If the bonus, as determined, exceeds 50% of fixed pay then 60% of the bonus will be paid upfront and the balance 40% would be equally deferred over 3 years.

f. Stock Options of ICICI Lombard General Insurance Company Limited:

68,300 Stock Options of ICICI Lombard General Insurance Company Limited vesting over three years, in proportions of 30%-30%-40% starting one year from the date of grant of Stock Options.

g. Stock Options of ICICI Bank Limited:

69,600 Stock Options of ICICI Bank Limited vesting over three years, in proportions of 30%-30%-40% starting one year from the date of grant of Stock Options. This proposal is subject to necessary approvals.

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RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof be and are hereby authorised from time to time to determine or revise the amount of Salary, remuneration, including perquisites. Stock Options and other benefits, as may be agreed with Mr. Alok Kumar Agarwal, and as approved by the IRDAI, as applicable.

RESOLVED FURTHER THAT the other terms of employment of Mr. Alok Kumar Agarwal to the extent not amended or modified herein shall remain unchanged and further the Board of Directors including any Committee thereof as may be authorised be and are hereby authorised to do all such acts, deeds, matters and things as they may consider necessary, expedient or desirable for giving effect to this resolution."

9. **Revision in remuneration payable to Mr. Sanjeev Mantri (DIN: 07192264), Executive Director of the Company:**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013, the Insurance Act, 1938 and provisions of the Articles of Association of the Company, Guidelines issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time and subject to the approval of IRDAI, consent of the Members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Sanjeev Mantri (DIN: 07192264), Wholetime Director, designated as Executive Director-Retail of the Company, for the period commencing from April 1, 2019 to March 31, 2020 as under:

a. Salary:

₹ 1,087,490/- per month.

b. Allowance:

₹ 1,244,288/- per month (inclusive of header for any allowances, monetized value of benefits

delivered to the employee. Illustrative list of contents of allowances basket would include HRA, LTA, superannuation, conveyance, supplementary pay, personal pay etc.)

c. Perquisites:

Perquisites includes cost of Company car as per the eligibility in line with the Group Scheme, one club membership, group life insurance of ₹ 0.9 crores, accident insurance of ₹ 3.6 crores, medical reimbursement upto ₹ 75,000, out of which ₹ 15,000/- is included in the above allowances, for self, spouse, dependent parents and two children, medical insurance of ₹ 4 lacs covering self, spouse, dependent children & dependent parents, reimbursement of home phone upto ₹ 3000 per month. Post Retirement Group Health Insurance of ₹ 12 lacs p.a. with floater amount of ₹ 36 lacs in a block of 3 years and transportation to home town.

d. Retirals:

₹ 221,087 per month (includes Provident Fund and Gratuity).

e. Bonus:

An amount up to 70% of his annual fixed salary (i.e. ₹ 18,479,815), as may be determined by the Board. If the bonus, as determined, exceeds 50% of fixed pay then 60% of the bonus will be paid upfront and the balance 40% would be equally deferred over 3 years.

f. Stock Options of ICICI Lombard General Insurance Company Limited:

75,900 Stock Options of ICICI Lombard General Insurance Company Limited vesting over three years, in proportions of 30%-30%-40% starting one year from the date of grant of Stock Options.

g. Stock Options of ICICI Bank Limited:

82,000 Stock Options of ICICI Bank Limited vesting over three years, in proportions of 30%-30%-40% starting one year from the date of grant of Stock Options. This proposal is subject to necessary approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorised from time to time to determine or revise the amount of Salary, remuneration including perquisites, Stock Options and other benefits, as may be agreed with Mr. Sanjeev Mantri and as approved by the IRDAI, as applicable.

RESOLVED FURTHER THAT the other terms of employment of Mr. Sanjeev Mantri to the extent not amended or modified herein, shall remain unchanged, and further the Board of Directors including any Committee thereof as may be authorised, be and are hereby authorised to do all such acts, deeds, matters and things as they may consider necessary, expedient or desirable for giving effect to this resolution."

NOTES:

- a. The Members of the Company in the Eighteenth AGM held on July 12, 2018 had approved re-appointment of M/s. Chaturvedi & Co., Chartered Accountants as the Joint Statutory Auditors of the Company for a second term of five (5) years till the conclusion of Twenty-third AGM. The Members of the Company in the same AGM also approved re-appointment of M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants as the Joint Statutory Auditors of the Company till conclusion of twenty-first AGM i.e. for balance three (3) years out of first term of five (5) years.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on July 12, 2018. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Joint Statutory Auditors have given a confirmation to the effect that they

**By Order of the Board
For ICICI Lombard General Insurance Company Limited**

Sd/-
Vikas Mehra
Company Secretary
ACS No.: 12117

Place: Mumbai
Date: April 18, 2019

Registered Office:

ICICI Lombard House,
414, Veer Savarkar Marg,
Near Siddhivinayak Temple,
Prabhadevi, Mumbai-400 025
CIN: L67200MH2000PLC129408
Tel No. : +91-22-6196 1100
Fax No. : +91-22-6196 1323
Website: www.icicilombard.com

are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Joint Statutory Auditors of the Company. The remuneration payable to the Joint Statutory Auditors for FY2020, has been determined by the Board of Directors of the Company in its meeting held on April 18, 2019 based on the recommendation of the Audit Committee of the Company. The details of remuneration paid to Joint Statutory Auditors for FY2019 has been given in the Directors' Report.

- b. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, setting out the material facts in respect of the Special Business under Item Nos. 5 to 9 set out in the Notice is annexed hereto.
- c. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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THE PROXY FORM IN ORDER TO BE VALID AND EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. However, a member holding more than ten percent (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 shareholder.

Proxy Form submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/Authority, as applicable. The holder of Proxy shall prove identity at the time of attending the Meeting.

Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a Certified True Copy of the Board Resolution/Authority, authorising their representative to attend and vote on their behalf at the Meeting. A Proxy form is annexed to this Notice.

- d. Members, Proxies and Authorized Representatives are requested to bring, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of DP ID and Client ID/Folio No. to attend the Annual General Meeting and hand it over at the Registration Counter at the venue of the Meeting.
- e. The Register of Members and Share Transfer Book of the Company will remain closed from Friday, June 21, 2019 to Thursday, June 27, 2019 (both days inclusive) for determining the entitlement of the shareholders for Dividend on Equity Shares for FY2019.
- f. The final dividend for the financial year ended March 31, 2019 at the rate of ₹ 3.50 per paid up equity

share of face value of ₹ 10 each, as recommended by the Board of Directors, if approved at this Meeting, will be paid to those Members who hold shares:

- i. In dematerialised mode, based on the beneficial ownership details to be received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Thursday, June 20, 2019.
 - ii. In physical mode, if their names appear in the Company's Register of Members at the close of business hours on Thursday, June 20, 2019 after giving effect to all valid transfers in physical form lodged on or before Thursday, June 20, 2019.
- g. THE COMPANY'S REGISTRAR & TRANSFER AGENT FOR ITS SHARE REGISTRY (BOTH, PHYSICAL AS WELL AS ELECTRONIC) IS KARVY FINTECH PRIVATE LIMITED ("KARVY/Registrar/RTA") HAVING ITS OFFICE AT KARVY SELENIUM TOWER B, PLOT 31-32, GACHIBOWLI, FINANCIAL DISTRICT, NANA KRAMGUDA, HYDERABAD 500 032, UNIT: ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED.
 - h. Members holding shares in physical form are requested to immediately notify change in their address, to Karvy, quoting their Folio Number(s).

In order to avoid fraudulent encashment of dividend warrants, Members holding shares in physical form are requested to send to Karvy, at the above mentioned address, on or before Thursday, June 20, 2019 a Bank Mandate (providing details of name and address of banker, branch, PIN code and particulars of the bank account) or changes therein, if not provided earlier, under the signature of the Sole/First holder quoting their Folio Number. This information will be printed on the dividend warrants. Members may also avail of the Electronic Clearing Service (ECS) mandate facility provided by the Company.

- i. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to

their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/ name etc. to their Depository Participant (DP) only and not to the Company or Karvy. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to Karvy.

- j. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to Karvy.
- k. SEBI vide its Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment vide its Notification No. SEBI/LAD-NRO/ GN/2018/49 dated November 30, 2018, prescribed that the requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders holding shares in physical form are requested to take action to dematerialise the equity shares of the Company promptly.
- l. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company in the nomination form (SH-13). Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility.
- m. Non-Resident Indian members are requested to inform their respective DPs, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- n. Members wishing to claim unclaimed dividends are requested to correspond with Karvy or the Company Secretary, at the Company's registered office. Members are requested to note that dividends which are not claimed within seven (7) years from the date of transfer to the Company's Unpaid Dividend Account, will, as per the provisions of Section 124 of the Act and rules made thereunder, be transferred to the Investor Education and Protection Fund. Further, pursuant to the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('the IEPF Rules'), all shares in respect of which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the demat account of the Investor Education and Protection Fund authority ('IEPF Authority'). The Company has uploaded the details of unpaid and unclaimed dividend amounts on the website of the Company (www.icicilombard.com).
- o. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged with the Company during normal business hours at the registered office of the Company, provided that a requisition for the same from a Member is received in writing not less than 3 days before the commencement of the Meeting.
- p. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days from the date hereof upto the date of the Meeting. The relevant documents referred to in the Notice and Explanatory Statement will also be available for inspection by the Members at the venue of the Meeting.
- q. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting, the information about the Directors proposed to be appointed as Non-executive, Non-independent

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Director are given in Annexure I. The information about the Director proposed to be appointed pursuant to retirement by rotation and of the Directors whose terms of remuneration proposed to be revised are given in Annexure II to the Notice.

- r. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting so as to enable the Company to keep the information ready at the Meeting.
- s. Members who have not registered/updated their e-mail addresses with Karvy, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.
- t. The Annual Report for FY2019, the Notice of the 19th AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participants, unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copy of the Annual Report FY2019, along with relevant documents are being sent by the permitted mode.

In support of the Green Initiative, the Company hereby requests Members who have not updated their e-mail IDs to update the same with their respective Depository Participant(s) or with Karvy, R&T of the Company for receiving communications from Company electronically. Further, Members holding shares in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).

- u. This Notice and the Annual Report of the Company circulated to the Members of the Company will

be made available on the Company's website at www.icicilombard.com and on the website of Karvy at <https://evoting.karvy.com>.

v. Attendance Registration:

- Shareholders are requested to tender their attendance slips (annexed to the Notice), along with a valid identity proof such as the PAN card, passport, AADHAR card, at the registration counters at the venue of the AGM and seek registration before entering the Meeting hall.
- Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

w. Pursuant to section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to Members to exercise their right to vote on the resolutions proposed to be passed at the 19th Annual General Meeting (AGM) by electronic means.

- A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Thursday, June 20, 2019 i.e. the date prior to the commencement of book closure, being the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- The facility for e-voting shall also be made available at the venue of the AGM for those Members who have not cast their votes earlier.

- The Members who have casted their votes through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. However, in case a Member casts his/her vote both by electronic voting at the AGM and by remote e-voting, then voting done through remote e-voting shall be considered and voting done by electronic voting at the AGM will be treated as invalid.
- The remote e-voting period will commence at 9:00 a.m. IST on Monday, June 24, 2019 and will end at 5:00 p.m. IST on Wednesday, June 26, 2019.
- At the end of the remote e-voting period, the facility shall forthwith be blocked. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
- The Company has appointed Mr. P. N. Parikh (FCS 327, CP 1228), or failing him Mr. Mitesh Dhaliwala (FCS 8331, CP 9511) of M/s. Parikh & Associate, Practicing Company Secretaries, as the 'Scrutinizer', to scrutinize the entire e-voting process, including Electronic Voting at the AGM, in a fair and transparent manner.
- x. Dividend would be payable on or before July 26, 2019 to the shareholders whose names appear in the Register of Members on Thursday, June 20, 2019.
- Y. A route map showing directions to the venue of the 19th AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on "General Meetings"
- ii. Enter the login credentials i.e. User ID and password, provided in the email received from Karvy Fintech Private Limited. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the e-voting event.
- vii. Select "EVENT" of ICICI Lombard General Insurance Company Limited - AGM and click on Submit.
- viii. Now you are ready for "e-voting" as "Ballot Form" page opens.
- ix. You may then cast your vote by selecting an appropriate option and click on "Submit". Click on "OK" when prompted.
- x. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- xi. Once you have confirmed your vote on the resolutions, you cannot modify your vote.
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true

Instructions for electronic voting at the AGM/Remote e-Voting are as under:

The Company has entered into an arrangement with Karvy Fintech Private Limited for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

A. In case a Member receives an email of the AGM Notice:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.

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copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: icicilombard.scrutinizer@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

B. In case a Member receives a physical copy of the AGM Notice by Post/Courier (for members whose Email IDs are not registered with the Company/ depository Participant(s):

- I. User ID and initial password as provided by the Company in a separate letter along with this Notice in the below format:

User Id	Password
-	-

- II. Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

C. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. Thursday June 20, 2019, may write to Karvy on the email Id: evoting@karvy.com or to Mrs. C Shobha Anand, Contact No. 040-67162222, at Unit: ICICI Lombard General Insurance Company Limited, Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.

D. If you have forgotten your password, you can reset your password by using "Forgot Password" available on <https://evoting.karvy.com> or contact Karvy Fintech Private Limited at toll free no: 1-800-3454-001 or email at evoting@karvy.com.

E. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>.

F. The scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the vote casted at the meeting, thereafter unblock

the votes casted through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company, and the Results on resolutions shall be declared within 48 hours after the conclusion of Annual General Meeting the Company and the resolution(s) will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolution(s).

G. The Results declared alongwith the Scrutinizer's Report shall be displayed at the Registered Office as well as the Corporate Office of the Company and uploaded on the Company's website at www.icicilombard.com as well as on the website of Karvy at <https://evoting.karvy.com> after the same is declared by the Chairman/authorised person. The Results shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.

H. Web Casting

Your Company is pleased to provide the facility of one-way live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM by logging on the e-voting web site of Karvy at <https://evoting.karvy.com> using their secure login credentials. Members are encouraged to use this facility of webcast.

**By Order of the Board
For ICICI Lombard General Insurance Company Limited**

Sd/-
Vikas Mehra
Company Secretary
ACS No.: 12117

Place: Mumbai
Date: April 18, 2019

Registered Office:

ICICI Lombard House,
414, Veer Savarkar Marg,
Near Siddhivinayak Temple,
Prabhadevi, Mumbai-400 025
CIN: L67200MH2000PLC129408
Tel No. : +91-22-6196 1100
Fax No. : +91-22-6196 1323
Website: www.icicilombard.com