

Annexure

Brief details of the Business to be transacted at the Twentieth AGM of the Company through remote e-voting and through e-voting during the AGM

Sr. No.	Resolutions	Type of Resolution
Ordinary Business		
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To confirm payment of Interim Dividend of ₹ 3.50/- per equity share and to declare the same as Final Dividend for the financial year ended March 31, 2020.	Ordinary
3.	To appoint a Director in place of Mr. Alok Kumar Agarwal (DIN: 03434304) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
Special Business		
4.	Appointment of Mr. Murali Sivaraman (DIN: 01461231) as a Non-executive, Independent Director of the Company.	Ordinary
5.	Remuneration payable to Mr. Bhargav Dasgupta (DIN: 00047728), Managing Director & CEO of the Company for FY2021.	Ordinary
6.	Remuneration payable to Mr. Alok Kumar Agarwal (DIN: 03434304), Whole-time Director designated as Executive Director-Wholesale of the Company for FY2021.	Ordinary
7.	Remuneration payable to Mr. Sanjeev Mantri (DIN: 07192264), Whole-time Director designated as Executive Director-Retail of the Company for FY2021.	Ordinary

ICICI Lombard General Insurance Company Limited

IRDA Reg. No. 115

Mailing Address:

401 & 402, 4th Floor, Interface 11,
New Linking Road, Malad (West),
Mumbai - 400 064.

CIN: L67200MH2000PLC129408

Registered Office:

ICICI Lombard House, 414, Veer Savarkar Marg,
Near Siddhi Vinayak Temple, Prabhadevi,
Mumbai - 400 025.

Toll free No. : 1800 2686

Alternate No.: +918655222666 (Chargeable)

Email: customersupport@icicilombard.com

Website: www.icicilombard.com

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 6196 1100; **Fax:** 022 6196 1323

Notice is hereby given that the Twentieth Annual General Meeting ("AGM") of the Members of ICICI Lombard General Insurance Company Limited ("the Company") will be held on Thursday, August 13, 2020 at 2.00 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm payment of Interim Dividend of ₹ 3.50/- per equity share and to declare the same as Final Dividend for the financial year ended March 31, 2020.
3. To appoint a Director in place of Mr. Alok Kumar Agarwal (DIN: 03434304) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Appointment of Mr. Murali Sivaraman (DIN: 01461231) as a Non-executive, 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 149, 152 read with Schedule IV and other applicable provisions 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 ("Listing

Regulations"), 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 and based on the recommendation of the Board Nomination and Remuneration Committee, Mr. Murali Sivaraman (DIN: 01461231), who was appointed as an Additional Director of the Company (categorised as "Non-executive, Independent Director") by the Board of Directors with effect from January 17, 2020 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing, under Section 160 of the Act from a Member proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Non-executive, Independent Director of the Company for a period of five (5) consecutive years, with effect from January 17, 2020 to January 16, 2025, not liable to retire by rotation and he is eligible for sitting fees, profit-related commission and reimbursement of expenses for attending Board and Committee meetings as may be permissible by relevant IRDAI guidelines, applicable provisions of the Act and Listing Regulations from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any Committee thereof with a power to further delegate to any other Officer(s)/Authorised Representative(s) of the Company to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

NOTICE (contd.)

5. 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, Guidelines issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time, provisions of the Articles of Association of the Company and subject to the approval of IRDAI, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Bhargav Dasgupta (DIN: 00047728), Managing Director & CEO of the Company, for FY2021 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, conveyance, supplementary pay, personal pay etc.)

c. Perquisites:

Perquisites includes cost of Company car of ₹ 1 crore for a period of 5 years as per the eligibility in line with the Group Scheme, fuelled & maintained by the Company and Company provided driver, membership (including one – time admission fee) of two clubs of ₹ 20 lacs, group life insurance of ₹ 7.5 crores, accident Insurance of ₹ 15 crores, medical reimbursement up to ₹ 75,000 per annum, out of which ₹ 15,000 is included in the above allowances, for self, spouse, dependent parents & two dependent 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 and water bill reimbursement up to ₹ 360,000 per annum, gas

up to ₹ 3,600 per annum, children's scholarship as per Employee's Children Scholarship Scheme, leaves as per the Company rules. Interest subsidy at 5% per annum on 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 per annum 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 basic and allowances (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:

Grant of 246,000 Stock Options of the Company vesting over three years, in proportions of 30%-30%-40% starting one year from the date of grant of Stock Options for FY2021.

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 of the Company 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."

6. Remuneration payable to Mr. Alok Kumar Agarwal (DIN: 03434304), Whole-time Director designated as Executive Director-Wholesale 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, Guidelines issued by Insurance Regulatory and Development Authority of India (“IRDAI”) from time to time, provisions of the Articles of Association of the Company and subject to the approval of IRDAI, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Alok Kumar Agarwal (DIN: 03434304), Whole-time Director designated as Executive Director-Wholesale of the Company, for FY2021 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, conveyance, supplementary pay, personal pay etc.)

c. Perquisites:

Perquisites includes cost of Company car of ₹ 60 lacs for a period of 5 years as per the eligibility in line with the Group Scheme, one club membership, group life insurance of ₹ 5.6 crores, accident insurance of ₹ 11.2 crores, medical reimbursement up to ₹ 75,000 per annum, out of which ₹ 15,000 is included in the above allowances, for self, spouse, dependent parents and two dependent children, medical insurance of ₹ 4 lacs covering self, spouse, dependent children & dependent parents, reimbursement of home phone up to ₹ 3,000 per month, leaves as per the Company rules. Post Retirement Group Health Insurance of ₹ 12 lacs per annum 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 basic and allowances (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:

Grant of 104,500 Stock Options of the Company vesting over three years, in proportions of 30%-30%-40% starting one year from the date of grant of Stock Options for FY2021.

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 of the Company 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.”

7. Remuneration payable to Mr. Sanjeev Mantri (DIN: 07192264), Whole-time Director designated as Executive Director-Retail 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, Guidelines issued by Insurance Regulatory

NOTICE (contd.)

and Development Authority of India ("IRDAI") from time to time, provisions of the Articles of Association of the Company and subject to the approval of IRDAI, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Sanjeev Mantri (DIN: 07192264), Whole-time Director designated as Executive Director-Retail of the Company, for FY2021 as under:

a. Salary:

₹ 1,087,490/- per month.

b. Allowances:

₹ 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, conveyance, supplementary pay, personal pay etc.)

c. Perquisites:

Perquisites includes cost of Company car of ₹ 60 lacs for a period of 5 years as per the eligibility in line with the Group Scheme, one club membership, group life insurance of ₹ 5.8 crores, accident insurance of ₹ 11.6 crores, medical reimbursement up to ₹ 75,000 per annum, out of which ₹ 15,000 is included in the above allowances, for self, spouse, dependent parents and two depended children, medical insurance of ₹ 4 lacs covering self, spouse, dependent children & dependent parents, reimbursement of home phone upto ₹ 3000 per month, leaves as per the Company rules. Post Retirement Group Health Insurance of ₹ 12 lacs per annum 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 basic and allowances (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:

Grant of 118,500 Stock Options of the Company vesting over three years, in proportions of 30%-30%-40% starting one year from the date of grant of Stock Options for FY2021.

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 of the Company 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:

1. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the AGM through VC/OAVM, without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The Explanatory Statement pursuant to Section 102(1) of the Act, Secretarial Standard-2 on General Meetings and Regulation 36 of the Listing Regulations, setting out the material facts in respect of the Special Business under Item Nos. 4 to 7 set out in the Notice is annexed hereto. The Board of Directors of the Company have considered and decided to include the Item Nos. 4 to 7 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
3. The Members of the Company in the Eighteenth AGM held on July 12, 2018 had approved re-appointment of 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 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 Act 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 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 FY2021 has been determined by the Board of Directors of the Company in its Meeting held on May 2, 2020 based on the recommendation of the Audit Committee of the Company. The details of remuneration paid to Joint Statutory Auditors for FY2020 has been given in the Directors' Report.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. All investors, including Institutional Investors are encouraged to cast their vote on the proposed Resolutions and also attend the AGM through VC/OAVM. Institutional/Corporate Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer by sending an email at info@mehta-mehta.com with a copy marked to evoting@nsdl.co.in by quoting the DP Id and Client Id or folio number.
6. **THE COMPANY'S REGISTRAR & TRANSFER AGENT FOR ITS SHARE REGISTRY (BOTH, PHYSICAL AS WELL AS ELECTRONIC) IS KFIN TECHNOLOGIES PRIVATE LIMITED (FORMERLY KNOWN AS KARVY FINTECH PRIVATE LIMITED) ("KFINTech/REGISTRAR/RTA") HAVING ITS OFFICE AT SELENIUM TOWER B, PLOT NO. 31-32, GACHIBOWLI, FINANCIAL DISTRICT, NANA KRAMGUDA, HYDERABAD- 500 032, UNIT: ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED.**
7. The Securities and Exchange Board of India 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 Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to KFINTech at the aforementioned address.
8. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition

NOTICE (contd.)

of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company by writing at investors@icicilombard.com or Company's RTA i.e. KFINTECH at einward.ris@kfintech.com for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") hosted on the investor relations page on the Company's website at www.icicilombard.com.

9. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled, to KFINTECH, Registrar of the Company. Members holding shares in electronic form may contact their respective DPs for availing this facility.
10. The Company hereby requests Members to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to respective Depository Participants ("DPs") with whom they are maintaining demat accounts only and not to the Company or KFINTECH. 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 KFINTECH.

To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with KFINTECH/the Company in case the shares are held by them in physical form.

11. 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.
12. Members desiring to claim unclaimed dividends are requested to correspond with KFINTECH 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 ("IEPF"). 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 IEPF Authority. The Company has uploaded the details of unpaid/unclaimed dividend amounts along with the due date of transfer to IEPF authority on the website of the Company at www.icicilombard.com. For details, please refer to Corporate Governance Report which is a part of the Annual Report and FAQs hosted on the investors relations page on the Company's website at www.icicilombard.com.
 13. Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings, the brief profile and other required information in respect of Directors proposed to be appointed/re-appointed and Whole-time Directors whose remuneration are proposed for approval of Members are annexed with this Notice.
 14. In compliance with MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the 20th AGM along with the Annual Report for FY2020 is being sent only through electronic mode to those Members whose email addresses are registered with the DPs/ Company's RTA or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialised form as on

benpos date i.e. July 17, 2020 will receive Notice of the AGM along with the Annual Report for FY2020 through electronic mode. Members may note that the Notice and Annual Report for FY2020 will also be available on the Company's website at www.icicilombard.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of e-voting agency i.e. National Securities Depository Limited ("NSDL") (agency for providing the remote e-voting facility at www.evoting.nsdl.com).

15. Since the 20th AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

16. PROCESS FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

- i. Registration of e-mail addresses with Company:

The Company has made special arrangements for registration of e-mail addresses of those Members (holding shares either in demat or physical form) who wish to receive Annual Report for FY2020 and 20th AGM Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide their email addresses to the Company on or before 5.00 p.m. (IST) on Thursday, August 6, 2020.

Process for registration of e-mail address is as follows:

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- a. Visit the link: <https://www.icicilombard.com/investor-relations/shareholderform>
 - b. Enter the DP ID-Client ID (for shares held in demat form)/ Folio Number (for shares held in physical form) and details of your PAN.
 - c. Enter your e-mail address and mobile number
 - d. Confirm the details and click on submit button.
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After successful submission of the e-mail address, NSDL will e-mail a copy of 20th AGM Notice and Annual Report for FY2020. In case of any queries, Members may write to investors@icicilombard.com or evoting@nsdl.co.in.

- ii. Registration of e-mail address permanently with Company/DPs: Members are requested to register their email address with concerned DPs, in case shares are held in demat form or with the Company, in case shares are held in physical form, by writing to them at investors@icicilombard.com.
- iii. Alternatively, Members may also send an e-mail request to evoting@nsdl.co.in or investors@icicilombard.com along with the following documents for procuring user id and password and registration of e-mail addresses for e-voting for the resolutions set out in this Notice:

- In case shares are held in physical form, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.
- In case shares are held in demat form, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.

17. PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

- i. Member will be provided with a facility to attend the 20th AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the

NOTICE (contd.)

User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

- ii. Members are encouraged to join the Meeting through Laptops for better experience. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.
- iii. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
- iv. In accordance with the MCA Circulars, the VC/OAVM will have a capacity to allow at least 1000 members to participate in the AGM and such participation shall be on a first-come-first-served basis. However, please note that pursuant to the MCA Circulars, large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. may be allowed to attend the meeting without restriction on account of first-come-first served principle.
- v. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 20th AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at investors@icicilombard.com before 5.00 p.m. (IST) on Wednesday, August 12, 2020. Such questions by the Members shall be suitably replied by the Company.
- vi. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investors@icicilombard.com between Monday, August 10, 2020 (9.00 a.m. IST) and Wednesday, August 12, 2020 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vii. Institutional Members are encouraged to attend and vote at the AGM through VC/ OAVM. In case any Institutional Members, facing issues for participating in AGM can write to investors@icicilombard.com.
- viii. In case of joint holders, the Members whose name appears higher in order of names as per the Register of Members of the Company will be entitled to vote at the AGM, provided the votes are not already cast through remote e-voting.
- ix. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- x. Members who need assistance before or during the AGM, can:
 - send a request at evoting@nsdl.co.in or use Toll free no.: 1800-222-990; or
 - contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number +91-22-2499 4360; or
 - contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number +91-22-2499 4545.

18. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, as amended from time to time and MCA Circulars the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The Company has appointed NSDL for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a Member using remote e-voting as well as e-voting during the AGM will be provided by NSDL.
- ii. The remote e-voting period commences on Monday, August 10, 2020 (9:00 a.m. IST) and ends on Wednesday, August 12, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, August 6, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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 during the AGM.
- iii. The Board of Directors has appointed Mehta & Mehta, Practising Company Secretaries, as the Scrutiniser, to scrutinise the entire e-voting process. Ms. Ashwini Inamdar (Membership No. F9409), Partner and failing her, Mr. Atul Mehta (Membership No. F5782), Partner, will represent Mehta & Mehta, Company Secretaries to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also

attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

- v. 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, i.e., Thursday, August 6, 2020 shall be entitled to avail the facility of remote e-voting as well as voting during the AGM/ participation at the AGM. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.
- vi. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, i.e., Thursday, August 6, 2020.
- vii. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

viii. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.