

## Annexure

**Brief details of the businesses to be transacted at the Twenty-First AGM of the Company through remote e-voting and e-voting during the AGM**

Sr. No.	Resolutions	Type of Resolution
<b>Ordinary Business</b>		
1.	To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To confirm payment of interim dividend on equity shares of the Company for the financial year ended March 31, 2021.	Ordinary
3.	To declare final dividend on equity shares of the Company for the financial year ended March 31, 2021.	Ordinary
4.	To appoint a Director in place of Ms. Vishakha Mulye (DIN: 00203578), who retires by rotation, and being eligible, offers herself for re-appointment	Ordinary
5.	To re-appoint M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants, one of the Joint Statutory Auditors of the Company.	Ordinary
6.	To fix the remuneration of M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants and M/s. Chaturvedi & Co., Chartered Accountants, Joint Statutory Auditors of the Company for FY2022	Ordinary
<b>Special Business</b>		
7.	Re-appointment of Mrs. Lalita D. Gupte (DIN: 00043559) as a Non-executive, Independent Director of the Company	Special
8.	Remuneration payable to Mr. Bhargav Dasgupta (DIN: 00047728), Managing Director & CEO of the Company	Ordinary
9.	Revision in remuneration payable to Mr. Alok Kumar Agarwal (DIN: 03434304), Whole-time Director designated as Executive Director-Wholesale of the Company	Ordinary
10.	Revision in remuneration payable to Mr. Sanjeev Mantri (DIN: 07192264), Whole-time Director designated as Executive Director-Retail of the Company	Ordinary

### ICICI Lombard General Insurance Company Limited

IRDA Reg. No. 115  
Mailing Address:  
401 & 402, 4th Floor, Interface 11,  
(Chargeable)  
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 2666  
Alternate No.: +91 8655222666  
Email: customersupport@icicilombard.com  
Website: [www.icicilombard.com](http://www.icicilombard.com)



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**ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED****(CIN: L67200MH2000PLC129408)****Registered Office:** ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025**Tel.:** 022-61961100, **Fax:** 022-61961323**Email:** [investors@icicilombard.com](mailto:investors@icicilombard.com) **Website:** [www.icicilombard.com](http://www.icicilombard.com)**NOTICE**

Notice is hereby given that the Twenty-First Annual General Meeting ("AGM") of the Members of ICICI Lombard General Insurance Company Limited ("the Company") will be held on Tuesday, August 10, 2021 at 2.00 p.m. (IST) through Video-Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility, to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm payment of interim dividend on equity shares of the Company for the financial year ended March 31, 2021.
3. To declare final dividend on equity shares of the Company for the financial year ended March 31, 2021.
4. To appoint a Director in place of Ms. Vishakha Mulye (DIN: 00203578), who retires by rotation, and being eligible, offers herself for re-appointment.
5. **To re-appoint M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants, one of the Joint Statutory Auditors 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 Sections 139, 141 and other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, Guidelines issued by the Insurance Regulatory and Development Authority of India ("IRDAI"), as applicable including any amendments, variations, re-enactments or modifications thereof, and other applicable Circulars issued by IRDAI from time to time, and based on the recommendation of the Audit Committee and the Board of the Company, M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm's Registration No. 003990S/S200018), be and is hereby re-appointed as one of the Joint Statutory Auditors of the Company for a second term of five (5) consecutive years, to hold office from the conclusion of Twenty-first Annual General Meeting until the conclusion of the Twenty-sixth Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee(s) thereof) and / or the Company Secretary of the Company, be and is / are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

6. **To fix the remuneration of M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants and M/s. Chaturvedi & Co., Chartered Accountants, Joint Statutory Auditors of the Company for FY2022**

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

**"RESOLVED THAT** pursuant to the provisions of Section 142 and other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, Guidelines issued by the Insurance Regulatory and Development Authority of India ("IRDAI"), as applicable including any amendments, variations, re-enactments or modifications thereof, and other applicable Circulars issued by IRDAI from time to time, and based on the recommendation of the Audit Committee and the Board of the Company, the statutory audit remuneration of ₹ 11.5 million each i.e. total remuneration of ₹ 23.0 million plus reimbursement of out of pocket expenses, if any, and applicable taxes thereon, be paid to M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Registration No. 003990S/S200018) and M/s. Chaturvedi & Co., Chartered Accountants (Firm Registration No. 302137E), Joint Statutory Auditors of the Company in connection with the audit of the accounts of the Company for the financial year 2021-22 including fees for reviewing the internal financial controls of the Company, issuing certificate on compliance of conditions of Corporate Governance prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other matters as prescribed under the Auditing Standards.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee(s) thereof) and / or the Company Secretary of the Company, be and is / are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

## SPECIAL BUSINESS

### 7. Re-appointment of Mrs. Lalita D. Gupte (DIN: 00043559) as a Non-executive, Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the recommendation of the Board Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Lalita D. Gupte (DIN: 00043559), who holds office of Independent Director till October 17, 2021 and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of the Independent Director of the Company, be and is hereby re-appointed as a Non-executive, Independent Director of the Company for a second term of five (5) consecutive years effective from October 18, 2021 to October 17, 2026, not liable to retire by rotation, and be 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 the Listing Regulations from time to time.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Listing Regulations and any amendments thereof, including any statutory modification(s), variation or re-enactment(s) thereof for the time being in force and pursuant to the recommendation of the Board Nomination and Remuneration Committee and the Board of Directors

of the Company, the approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Mrs. Lalita D. Gupte (DIN: 00043559) in the Company as a Non-executive, Independent Director of the Company on attaining the age of seventy-five (75) years on October 4, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee(s) thereof) and / or the Company Secretary of the Company, be and is / are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

### 8. 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** pursuant and subject to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938, including any amendment, variation, statutory modifications or re-enactment thereof, for the time being in force, subject to the approval of the Insurance Regulatory and Development Authority of India ("IRDAI") and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including any amendment, variation, statutory modifications or re-enactment(s) thereof, for the time being in force and provisions of the Articles of Association of the Company, 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 FY2022 as under:

#### a) Salary:

₹ 2,038,920/- per month

#### b) Allowances:

₹ 1,628,303/- 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 the Company car of ₹ 1 crore for a period of five (5) years as per the eligibility in line with the group scheme, fueled & 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 salary 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 232,000 stock options of the Company vesting over 3 years, in proportion of 30%-30%-40% starting one year from the date of grant of stock options for FY2022, i.e. from April 17, 2021.

**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, Managing Director & CEO of the Company and as may be approved by IRDAI, as applicable.

**RESOLVED FURTHER THAT** the other terms of employment of Mr. Bhargav Dasgupta, Managing Director & CEO of the Company, 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."

**9. Revision in 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** pursuant and subject to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938, including any amendment, variation, statutory modifications or re-enactment thereof, for the time being in force, subject to the approval of the Insurance Regulatory and Development Authority of India ("IRDAI") and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including any amendment, variation, statutory modifications or re-enactment(s) thereof, for the time being in force and provisions of the Articles of Association of the Company, consent of the Members of the Company, be and is hereby accorded for revision in remuneration payable to Mr. Alok Kumar Agarwal (DIN: 03434304), Whole-time Director designated as Executive Director-Wholesale of the Company, for FY2022 as under:

**a) Salary:**

₹ 967,829/- per month

**b) Allowances:**

₹ 1,217,856/- 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 the Company car of ₹ 60 lacs for a period of five (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 ₹ 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:**

₹ 196,760/- per month (includes Provident Fund and Gratuity)

**e) Bonus:**

An amount up to 70% of his annual basic and allowances (i.e. ₹ 18,359,752/-), 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 89,300 stock options of the Company vesting over 3 years, in proportion of 30%-30%-40% starting one year from the date of grant of stock options for FY2022, i.e. from April 17, 2021.

**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, Executive Director-Wholesale of the Company and as may be approved by IRDAI, as applicable.

**RESOLVED FURTHER THAT** the other terms of employment of Mr. Alok Kumar Agarwal, Executive Director-Wholesale of the Company, 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."

**10. Revision in 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** pursuant and subject to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938, including any amendment, variation, statutory modifications or re-enactment thereof, for the time being in force, subject to the approval of the Insurance Regulatory and Development Authority of India ("IRDAI") and other applicable provisions, if any, of the Companies

Act, 2013 ("the Act"), including any amendment, variation, statutory modifications or re-enactment(s) thereof, for the time being in force) and provisions of the Articles of Association of the Company, consent of the Members of the Company, be and is hereby accorded for revision in remuneration payable to Mr. Sanjeev Mantri (DIN: 07192264), Whole-time Director designated as Executive Director-Retail of the Company, for FY2022 as under:

**a) Salary:**

₹ 1,120,115/- per month

**b) Allowances:**

₹ 1,277,663/- 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 the Company car of ₹ 60 lacs for a period of five (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 dependent 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:**

₹ 227,720/- per month (includes Provident Fund and Gratuity)

**e) Bonus:**

An amount up to 70% of his annual basic and allowances (i.e. ₹ 19,034,210/-), 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:**

Eligible for 89,300 stock options of the Company subject to necessary approvals with vesting schedule

of 3 years in the ratio of 30%-30%-40% starting one year from the date of grant of stock options, i.e. from April 17, 2021.

**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, Executive Director-Retail of the Company and as may be approved by the IRDAI, as applicable.

**RESOLVED FURTHER THAT** the other terms of employment of Mr. Sanjeev Mantri, Executive Director-Retail of the Company 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."

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

Sd/-  
**Vikas Mehra**  
Company Secretary  
ACS 12117

Mumbai  
July 8, 2021

**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](http://www.icicilombard.com)

**NOTES:**

1. In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021, May 5, 2020 read with circulars dated April 13, 2020 and April 8, 2020 (collectively referred to as "MCA Circulars") and SEBI vide its circular dated January 15, 2021 read with circular dated May 12, 2020 permitted convening the AGM through Video Conferencing ("VC")/Other Audio Visual Means ("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 i.e. without the physical presence of the Members. 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 the Act, Secretarial Standard-2 on General Meetings and Regulation 36 of Listing Regulations, setting out the material facts in respect of item nos. 4 to 10 as set out above is annexed hereto.
3. 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 the requirement of 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. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and to cast their votes through e-voting.
4. 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 together with attested specimen signature of the duly authorised representative(s) to the Scrutinizer by email at [info@mehta-mehta.com](mailto:info@mehta-mehta.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by quoting the DP Id and Client Id or folio number.
5. Members can login and join the AGM thirty (30) minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of thirty (30) minutes after the scheduled time to start the AGM, on first-come-first-serve basis. However, the participation of large Members (Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Board Nomination and Remuneration Committee, Stakeholders Relationship Committee and auditors can attend the Meeting without restriction of first-come-first-serve basis. Instructions and other information for Members for attending the AGM through VC/ OAVM are given in this Notice.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. 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 the Whole-time Directors whose remuneration is proposed for approval of the Members are given in the Annexure I & II to the Notice.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 4, 2021 to Tuesday, August 10, 2021 (both days inclusive) for the purpose of determining the eligibility of the Members to receive the final dividend for the financial year ended March 31, 2021.
9. The Company has fixed Tuesday, August 3, 2021 as the 'Record Date' for determining entitlement of Members to receive final dividend for the financial year ended March 31, 2021, if approved at the AGM.
10. The final dividend for FY2021 @ of ₹ 4.0 per paid up equity share of face value of ₹ 10 each, as recommended by the Board of Directors, if approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before Wednesday, September 8, 2021 as under:
  - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on Tuesday, August 3, 2021.
  - b) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Tuesday, August 3, 2021.
11. Pursuant to Finance Act 2020, dividend income is taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereto. Members are therefore requested to update their Permanent Account Number ("PAN") with the Depository Participants ("DPs") (if shares held in electronic form) and the Company/RTA (if shares held in physical form).

A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly

declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading documents online at <https://ris.kfintech.com/-form15/default.aspx> or email the duly signed scan copy to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) on or before Monday, August 2, 2021. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. Permanent Establishment, Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F and any other document which may be required to avail the tax treaty benefits. For this purpose the Members may submit the above mentioned documents by accessing the link at <https://ris.kfintech.com/-form15/default.aspx> or email the duly signed scan copy to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) on or before Monday, August 2, 2021.

12. 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, Nanakramguda, Hyderabad - 500 032, Unit: ICICI Lombard General Insurance Company Limited.
13. The Securities and Exchange Board of India has mandated the submission of 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 KFINTECH at the aforementioned address.
14. 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 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](mailto:investors@icicilombard.com) or Company's RTA i.e. KFINTECH at [einward.ris@kfintech.com](mailto: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](http://www.icicilombard.com)



15. 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.

16. The Company hereby requests Members to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, 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 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.

17. Non-Resident Indian Members are requested to inform their respective DPs, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN code, if not furnished earlier.

18. All statutory registers and the documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. Tuesday, August 10, 2021. Members seeking to inspect such documents can send an email to [investors@icicilombard.com](mailto:investors@icicilombard.com)

19. 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.

20. In compliance with the applicable MCA and SEBI Circulars, Notice of the Twenty-first AGM along with the Annual Report for FY2021 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. Friday, July 9, 2021 will receive Notice of the AGM along with the Annual Report for FY2021 through electronic mode. Members may note that the Notice and Annual Report for FY2021 will also be available on the Company's website at [www.icicilombard.com](http://www.icicilombard.com), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of e-voting agency i.e. NSDL (agency for providing the remote e-voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

21. Since the Twenty-first AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

22. 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](http://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](http://www.icicilombard.com).

23. In terms of the aforesaid MCA Circulars, the business set out in the Notice will be transacted through electronic voting system and the Company shall provide the facility of voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.

24. Process for registration of e-mail id for obtaining copy of Annual Report:

- (a) Registration of e-mail addresses with the 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 FY2021 and Twenty-first 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 Tuesday, August 3, 2021.

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

- i. Visit the link: **<https://www.icicilombard.com/investor-relations/shareholderform>**
- ii. Enter the DPs ID-Client ID (for shares held in demat form)/ Folio Number (for shares held in physical form) and details of your PAN.
- iii. Enter your e-mail address and mobile number
- iv. Confirm the details and click on submit button.
- v. After successful submission of the e-mail address, NSDL will e-mail a copy of Twenty-first AGM Notice and Annual Report for FY2021. In case of any queries, Members may write to **investors@icicilombard.com** or **evoting@nsdl.co.in**.
- (b) the 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 at **investors@icicilombard.com**.
- (c) 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 for e-voting for the resolutions set out in this Notice:
  - i. 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.
  - ii. In case shares are held in demat form, please provide DPs ID-Client ID (8 digit DPs 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.

25. Information and other instructions relating to e-voting at the AGM:

- (a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SEBI Circular dated December 9, 2020 and Regulation 44 of Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting (including e-voting during AGM) to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged NSDL for facilitating the voting through electronic means, as the authorised agency.
- (b) 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. Tuesday, August 3, 2021 only shall be entitled to cast their vote either through remote e-voting or through e-voting during the AGM.
- (c) The remote e-voting period commences on Saturday, August 7, 2021 (9:00 a.m. IST) and ends on Monday, August 9, 2021 (5:00 p.m. IST).
- (c) The voting rights of the Members shall be in proportion to their share in the paid up share capital of the Company as on the cut-off date.
- (d) The cut-off date i.e. Tuesday, August 3, 2021, is the date on which the right of voting of the Members shall be reckoned.
- (e) At the end of the remote e-voting period, the facility shall forthwith be blocked.
- (f) Once the vote on a resolution is cast by Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (g) 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.
- (h) A person who is not a Member as on the cut-off date, should treat the Notice for information purpose only.
- (i) 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.