

Ref. No.: MUM/SEC/299-03/2021

March 9, 2021

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Tower,
14th Floor, Dalal Street,
Mumbai – 400001

To,
The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot C/1,
G Block, Bandra-Kurla Complex,
Mumbai - 400051

Scrip code: Equity (BSE: 540716/ NSE: ICICIGI); Debt (BSE: 954492/ NSE: ILGI26)

Dear Sir/Madam,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to our letter dated January 19, 2021, please find enclosed herewith Postal Ballot Notice along with Explanatory Statement in compliance with the applicable circulars issued by the Ministry of Corporate Affairs. The Postal Ballot Notice is being sent to the Members of the Company whose name appears in the Register of Members/Register of Beneficial Owners as on Friday, March 5, 2021, being the cut-off date, seeking their approval on the following matters through remote e-voting process only:

- Special Resolution for re-appointment of Mr. Uday Chitale (DIN: 00043268) as an Independent Director of the Company.
- Special Resolution for re-appointment of Mr. Suresh Kumar (DIN: 00494479) as an Independent Director of the Company.
- Special Resolution for re-appointment of Mr. Ved Prakash Chaturvedi (DIN: 00030839) as an Independent Director of the Company.

The Postal Ballot Notice along with explanatory statement is also available on the website of the Company at <https://www.icicilombard.com/>.

The remote e-voting period shall commence from Thursday, March 11, 2021 at 9:00 a.m. (IST) and ends on Friday, April 9, 2021 at 5:00 p.m. (IST).

ICICI Lombard General Insurance Company Limited AA 1076533 /17

IRDA Reg. No. 115

CIN: U67200MH2000PLC129408

Mailing Address:

Registered Office:

Toll free No. : 1800 2666

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

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

Alternate No.: +919223622666 (chargeable)

Email: customersupport@icicilombard.com

Website: www.icicilombard.com

The results of Postal Ballot shall be declared within 48 hours from conclusion of e-voting event i.e. on or before Sunday, April 11, 2021.

You are requested to kindly take the same on records.

Thanking you,

Yours Sincerely,

For ICICI Lombard General Insurance Company Limited



Vikas Mehra
Company Secretary

ICICI Lombard General Insurance Company Limited AA 1076534 /17

IRDA Reg. No. 115

CIN: U67200MH2000PLC129408

Mailing Address:

Registered Office:

Toll free No. : 1800 2666

401 & 402, 4th Floor, Interface 11, ICICI Lombard House, 414, Veer Savarkar Marg,
New Linking Road, Malad (West), Near Siddhi Vinayak Temple, Prabhadevi,
Mumbai - 400 064.

Alternate No.: +919223622666 (chargeable)

Email: customersupport@icicilombard.com

Website: www.icicilombard.com



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

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment thereof for the time being in force and subject to other applicable laws and regulations, read with the General Circular dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars"), that the Special Resolutions set out below, are proposed to be passed by the Members of ICICI Lombard General Insurance Company Limited ("the Company") through Postal Ballot only through the remote e-voting process ("e-voting").

Considering the ongoing COVID-19 pandemic and in accordance with the MCA Circulars, the Notice of Postal Ballot is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company will send Postal Ballot Notice ("Notice") by email to all its Members who have registered their email addresses with the Company or Depository Participant(s) ("DPs") and the communication of assent / dissent of the Members will only take place through the remote e-voting system.

The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts and the reasons thereof, concerning the Resolutions mentioned in this Notice is annexed hereto.

The Board of Directors of the Company, has appointed Mehta & Mehta, practicing company secretaries, as the

Scrutinizer, to conduct the Postal Ballot through e-voting process in a fair and transparent manner. Ms. Ashwini Inamdar (Membership No. F9409), Partner and failing her, Mr. Atul Mehta (Membership No. F5782), Partner, will represent Mehta & Mehta, practicing company secretaries.

Members are requested to carefully read the instructions provided in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process not later than 5:00 p.m. (IST) on Friday, April 9, 2021, failing which it will be considered that no reply has been received from the Member.

In compliance with Regulation 44 of the Listing Regulations, the provisions of Sections 108 and 110 of the Act, read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars, the Company is sending this Notice in electronic form only and has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically. The information and other instructions relating to the remote e-voting are mentioned in the Notes.

The Company has engaged the services of KFin Technologies Private Limited ("KFINTech") for the purpose of providing e-voting facility to all its Members.

Upon completion of the scrutiny of the votes cast through e-voting in a fair and transparent manner, the Scrutiniser will submit their report to the Chairperson or any Whole-time Director or Company Secretary as authorised by the Board of Directors of the Company in this regard. The results of Postal Ballot shall be declared within 48 hours from conclusion of the e-voting through Postal Ballot i.e., on or before Sunday, April 11, 2021. The Results of the Postal Ballot along with the Scrutiniser's Report shall be displayed at the Notice Board at the Registered Office of

POSTAL BALLOT NOTICE (contd.)

the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed. The Results and the Scrutiniser's Report will also be hosted on the Company's website at www.icicilombard.com and on the website of e-voting agency i.e. KFINETCH at <https://evoting.kfintech.com>.

Resolution No. 1:

Re-appointment of Mr. Uday Chitale (DIN: 00043268) as an 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, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable provisions of the 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 pursuant to the recommendation of the Board Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Uday Chitale (DIN: 00043268), as an Independent Director of the Company, who holds office of Independent Director till April 18, 2021 and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years effective from April 19, 2021 to April 18, 2026, subject to the approval of the IRDAI, as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company including any committee(s) thereof as may be authorised, be and 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."

Resolution No. 2:

Re-appointment of Mr. Suresh Kumar (DIN: 00494479) as an 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, Regulation 17 and other applicable provisions of the 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, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Suresh Kumar (DIN: 00494479), as an Independent Director of the Company, who holds office of Independent Director till May 31, 2021 and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years effective from June 1, 2021 to May 31, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company including any committee(s) thereof as may be authorised, be and 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."

Resolution No. 3:

Re-appointment of Mr. Ved Prakash Chaturvedi (DIN: 00030839) as an 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 the 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, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ved Prakash Chaturvedi (DIN: 00030839), as an Independent Director of the Company, who holds office of Independent Director till July 12, 2021 and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years effective from July 13, 2021 to July 12, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company including any committee(s) thereof as may be authorised, be and 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."

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

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

Place: Mumbai

Date: March 4, 2021

Registered Office:

ICICI Lombard House,
414, Veer Savarkar Marg,
Near Siddhivinayak Temple, Prabhadevi,
Mumbai-400025

CIN: L67200MH2000PLC129408

Tel No. : +91-22-6196 1100

Fax No. : +91-22-6196 1323

Website: www.icicilombard.com

NOTES:

- a. In compliance with the MCA Circular and on account of threat posed by COVID-19 pandemic situation, the Notice is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
- b. The Notice is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant ("DPs")/Company's Registrar and Transfer Agent ("RTA") or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialised form as on cut-off date i.e. Friday, March 5, 2021 will receive the Notice through electronic mode only.
- c. In line with the MCA Circulars, the Notice is hosted on the website of the Company at www.icicilombard.com. The Notice can also be accessed from the websites 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 is also available on the website of e-voting agency i.e. KFINTeCH at <https://evoting.kfintech.com>.
- d. The Explanatory Statement and the reasons for the proposed Resolutions pursuant to Section 102 and Section 110 of the Act, Secretarial Standard-2 on General Meetings and Regulation 36 of the Listing Regulations, setting out material facts are appended to this Notice.
- e. Pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of the Listing Regulations, the information about the Independent Directors proposed to be re-appointed is given in Annexure to this Notice.
- f. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is KFin Technologies Private Limited (erstwhile Karvy Fintech Private Limited) ("KFINTeCH/Registrar/ RTA") having its office at Selenium Building Tower B, Plot

POSTAL BALLOT NOTICE (contd.)

31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, Unit: ICICI Lombard General Insurance Company Limited.

- g. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the 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.
- h. All 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 Friday, April 9, 2021. Members seeking to inspect such documents can send an email to investors@icicilombard.com.
- i. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at a general meeting of the Members.
- j. The Resolutions, if approved, shall be deemed to have been passed on the last date of voting i.e. Friday, April 9, 2021.
- k. The e-voting period commences on **Thursday, March 11, 2021 (9:00 a.m. IST) and ends on Friday, April 9, 2021 (5:00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on Friday, March 5, 2021 may cast their vote electronically in the manner and process as set out herein below. The e-voting module shall be disabled by KFINTECH for voting thereafter. Once the vote on Resolutions is cast by the Member, the Member shall not be allowed to change it subsequently.
- l. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on cut-off date i.e. Friday, March 5, 2021.
- m. 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 Participants ("DPs") only and not to the Company or KFINTECH. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
- n. Members holding shares in physical form, are requested to notify any changes in their address to the Company's RTA. Members are requested to quote their Folio No. or DPID-Client ID, in case shares are in physical or dematerialised form, as the case may be, in all correspondence with the Company/RTA.
- o. As per Regulation 40 of 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, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
- p. 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), by writing to Company's RTA. Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility.
- q. Members holding shares under multiple folios / demat accounts are requested to vote separately for each of their folios / demat accounts.
- r. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., to the Scrutiniser by email to info@mehta-mehta.com with a copy marked to evoting@kfintech.com and investors@icicilombard.com. Alternatively, the aforesaid documents can be uploaded directly on the portal of KFINTECH, <https://evoting.kfintech.com>, while casting the vote. The scanned images of the abovementioned documents should be named as 'Corporate Name_Event Number'.
- s. Non-Resident Indian Members are requested to inform their respective DPs, immediately of:
 - o Change in their residential status on return to India for permanent settlement.

- o 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.

t. Procedure and instructions relating to e-voting:

1. Pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended from time to time and the MCA Circulars, the Company is providing e-voting facility to its Members in respect of the business to be transacted through postal ballot as stated in the Notice.
2. For the purpose of e-voting facility to be provided to the Members, the Company has engaged KFINTECH, as the authorised agency.
3. 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. Friday, March 5, 2021, shall be entitled to vote through e-voting.
4. The cut-off date i.e. Friday, March 5, 2021, is the date on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
5. The e-voting period will commence at 9.00 a.m. IST on Thursday, March 11, 2021 and will end at 5.00 p.m. (IST) on Friday, April 9, 2021.
6. At the end of the remote e-voting period, the facility shall forthwith be blocked.
7. Once the vote on Resolutions is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
8. The Resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting, which would be Friday, April 9, 2021.
9. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

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

During the voting period, Members can login to KFINTECH's e-voting platform, any number of times, till they have voted on all the Resolutions. Once the vote on Resolutions is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

i) Procedure and instructions relating to e-voting:

ii) In case a Member receives an e-mail of the Postal Ballot Notice from KFINTECH

[Members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- (a) Open internet browser then type the URL: <https://evoting.kfintech.com>
- (b) Enter the login credentials (i.e., User ID and password) which are mentioned in the email in the following format:

EVEN (E-voting Event Number)	User ID	Password

The e-Voting Event Number+Folio No. or DPID-Client ID will be your user ID. However, if you are already registered with KFINTECH for e-voting, you can use your existing user ID and password for casting your vote. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-3454-001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.

- (c) After entering these details appropriately, click on "LOGIN".
- (d) 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 (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve

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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.**

- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number for ICICI Lombard General Insurance Company Limited.
- (g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts are requested to vote separately for each of their folios / demat accounts.
- (i) Voting has to be done for each item of this Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.

u. **Process for obtaining User ID and Password/Postal Ballot Notice for those Members whose e-mail ids are not registered:**

- i. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card by e-mail to einward.ris@kfintech.com or investors@icicilombard.com.

- ii. In case shares are held in demat mode, please provide DPID-Client ID (16 digit DPID + Client ID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card to einward.ris@kfintech.com or investors@icicilombard.com.

v. **General Guidelines for Members**

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://evoting.kfintech.com> to reset the password.
- ii. In case of any queries relating to e-voting you may refer to the FAQs for Members and e-voting user manual for Members available at the download section of <https://evoting.kfintech.com> or call on toll free no.: 1800-3454-001 or send a request at evoting@kfintech.com or contact to Mrs. C Shobha Anand on 040- 67162222.

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

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

Place: Mumbai
Date: March 4, 2021

Registered Office:
ICICI Lombard House,
414, Veer Savarkar Marg,
Near Siddhivinayak Temple, Prabhadevi,
Mumbai-400025
CIN: L67200MH2000PLC129408
Tel No. : +91-22-6196 1100
Fax No. : +91-22-6196 1323
Website: www.icicilombard.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

Mr. Uday Chitale (DIN: 00043268) was appointed as an Independent Director of the Company for a period of 5 years effective from April 19, 2016, and he holds office as an Independent Director of the Company upto April 18, 2021 ("First Term"). As per the provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), an independent director can hold office for a term of up to five (5) consecutive years on the board of a company and can be re-appointed for another term of five (5) consecutive years with the approval of Members by way of a Special Resolution. In terms of Section 48A of the Insurance Act, 1938 read with Insurance Regulatory and Development Authority of India ("IRDAI") Circular No. IRDA/F&A/ CIR/MISC/141/08/2018 dated August 30, 2018 in connection with Appointment of Common/ Nominee Director(s) on the board of insurance company representing insurance agent or intermediary or insurance intermediary, any appointment of a Director in this regard is subject to approval by IRDAI. Since, Mr. Uday Chitale is a Director on the Board of ICICI Bank Limited, corporate agent of the Company, therefore re-appointment of Mr. Uday Chitale as an Independent Director of the Company is subject to approval of IRDAI.

Further, pursuant to Regulation 17 of the Listing Regulations, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. During the proposed term of re-appointment, Mr. Uday Chitale will attain the age of seventy five years on October 20, 2024. The Special Resolution for re-appointment of Mr. Uday Chitale as an Independent Director shall also be deemed as approval under the Listing Regulations, for continuation of Mr. Uday Chitale as an Independent Director beyond the age of seventy five years.

Mr. Uday Chitale is a Chairman of the Board Nomination and Remuneration Committee, Strategy Committee and Corporate Social Responsibility Committee of the Company. He is also a member of the Audit Committee, Risk Management Committee and Policyholders Protection Committee of the Company.

Mr. Uday Chitale is a Chartered Accountant with professional standing of 45 years and Senior Partner with M/s. M. P. Chitale & Co, Chartered Accountants. Mr. Chitale has been associated with the Company as an Independent Director since April 19, 2016.

Mr. Uday Chitale has been a director on some of the prominent corporate boards in India during the past three decades and more.

Mr. Uday Chitale is a member of the Board of Governors of NISM - National Institute of Securities Markets promoted by SEBI. He also held the position of Vice-President, Asia-Pacific and member of the global board of directors of DFK International, a leading association of professional firms and business advisors.

Mr. Uday Chitale has served on expert committees set up by Institute of Chartered Accountants of India (ICAI), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), Insurance Regulatory and Development Authority (IRDA), Indian Banks' Association (IBA) and several industry associations and chambers of commerce.

Mr. Uday Chitale is active in the field of Alternative Dispute Resolution (ADR) and is involved in arbitration and conciliation of commercial disputes. An Accredited Mediator of CEDR-UK, Mr. Uday Chitale is founder director of Indian Council for Dispute Resolution (ICDR) and is on the panel of arbitrators/mediators of leading institutions in India and abroad.

The Board of Directors of the Company at their Meeting held on January 19, 2021, based on the recommendation of the Board Nomination and Remuneration Committee and after taking into consideration the performance evaluation, background, experience and contribution made by Mr. Uday Chitale during his tenure as an Independent Director of the Company, decided that the continued association of Mr. Uday Chitale would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director of the Company and approved the re-appointment of Mr. Uday Chitale as an Independent Director of the Company, for a second term of five (5) consecutive years, effective from April 19, 2021 to April 18, 2026, subject to requisite approval of Members and IRDAI.

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Mr. Uday Chitale is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent and information/disclosures as prescribed under the Act and applicable provisions of IRDAI and SEBI Regulations.

The Company has also received a notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Uday Chitale for the office of Independent Director of the Company. The Company has also received declaration from Mr. Uday Chitale that he meets criteria of independence as prescribed under the Act and Listing Regulations and he is independent of the management.

Mr. Uday Chitale will be entitled to receive remuneration by way of sitting fees for attending meetings of the Board and Committees thereof, reimbursement for expenses incurred for participating in such meetings and profit related commission within the limits prescribed under Section 197 of the Act, IRDAI Guidelines on 'Remuneration of Non-executive Directors and Managing Director/Chief Executive Officer/Whole-time Directors of Insurers' and as per the group framework for payment of profit related commission to non-executive directors, subject to approval of IRDAI, as applicable.

Copy of draft letter of re-appointment of Mr. Uday Chitale setting out the terms and conditions of his re-appointment is available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to Friday, April 9, 2021. Members seeking to inspect such documents can send an email to investors@icicilombard.com.

Pursuant to Regulation 36 of Listing Regulations and Secretarial Standard-2, issued by the Institute of Company Secretaries of India, details of Mr. Uday Chitale are provided in the Annexure.

Except Mr. Uday Chitale, being appointee, and his relatives, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested financially or otherwise, in the Resolution No. 1. The Board of Directors of the Company has recommended the adoption of the Resolution No. 1 of the Notice as a Special Resolution.

Item No. 2

Mr. Suresh Kumar (DIN: 00494479) was appointed as an Independent Director of the Company for a period of 5 years effective from June 1, 2016, and he holds office as an Independent Director of the Company upto May 31, 2021 ("First Term"). As per the provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), an independent director can hold office for a term of up to five (5) consecutive years on the board of a company and can be re-appointed for another term of five (5) consecutive years with the approval of Members by way of a special resolution.

Further, pursuant to Regulation 17 of the Listing Regulations, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. During the proposed term of re-appointment, Mr. Suresh Kumar will attain the age of seventy five years on July 8, 2025. The Special Resolution for re-appointment of Mr. Suresh Kumar as an Independent Director shall also be deemed as approval under the Listing Regulations, for continuation of Mr. Suresh Kumar as an Independent Director beyond the age of seventy five years.

Mr. Suresh Kumar is a Chairman of the Investment Committee and Stakeholders Relationship Committee of the Company. He is also a member of Risk Management Committee of the Company.

Mr. Suresh Kumar, aged 70, is an Independent Director of the Company since June 1, 2016. He holds a Bachelor of Commerce (B. Com. Hons.) degree from the University of Bombay and completed Advanced Management Programme at the London Business School, Stanford University and Columbia University. He is a Fellow of the Indian Institute of Bankers (FIIB).

He has over 45 years of experience in project finance, corporate banking, remedial credit management, treasury and capital markets, asset management and investment banking activities. He is a Board Member of ICICI Prudential Asset Management Company Limited since April 2011, Aster DM Healthcare Limited since September 2015, Values Alternative Investments International Private

Limited since September 2008 and Tricolour Financial Services Pvt. Ltd. since July 2017. He is also an Oversight Board Member of Emirates REITs (Real Estate Investment Trust) in the UAE's DIFC jurisdiction. He is a Managing Director of Tricolour Values Investments PSC and also an Oversight Board Member in the DIFC. He is a Chairman of the Indian Business & Professional Council (IBPC) in Dubai.

The Board of Directors of the Company at their Meeting held on January 19, 2021, based on the recommendation of the Board Nomination and Remuneration Committee and after taking into consideration the performance evaluation, background, experience and contribution made by Mr. Suresh Kumar during his tenure as an Independent Director of the Company, decided that the continued association of Mr. Suresh Kumar would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director of the Company and approved the re-appointment of Mr. Suresh Kumar as an Independent Director of the Company, for a second term of five (5) consecutive years, effective from June 1, 2021 to May 31, 2026, subject to requisite approval of Members.

Mr. Suresh Kumar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent and information/disclosures as prescribed under the Act and applicable provisions of IRDAI and SEBI Regulations.

The Company has also received a notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Suresh Kumar for the office of Independent Director of the Company. The Company has also received declaration from Mr. Suresh Kumar that he meets criteria of independence as prescribed under the Act and Listing Regulations and he is independent of the management.

Mr. Suresh Kumar will be entitled to receive remuneration by way of sitting fees for attending meetings of the Board and Committees thereof, reimbursement for expenses incurred for participating in such meetings and profit related commission within the limits prescribed under Section 197 of the Act, IRDAI Guidelines on 'Remuneration of Non-executive Directors and Managing Director/Chief Executive Officer/Whole-time Directors of Insurers' and

as per the group framework for payment of profit related commission to non-executive directors.

Copy of draft letter of re-appointment of Mr. Suresh Kumar setting out the terms and conditions of his re-appointment is available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to Friday, April 9, 2021. Members seeking to inspect such documents can send an email to investors@icicilombard.com.

Pursuant to Regulation 36 of Listing Regulations and Secretarial Standard-2, issued by the Institute of Company Secretaries of India, details of Mr. Suresh Kumar are provided in the Annexure.

Except Mr. Suresh Kumar, being appointee, and his relatives, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested financially or otherwise, in the Resolution No. 2. The Board of Directors of the Company has recommended the adoption of the Resolution No. 2 of the Notice as a Special Resolution.

Item No. 3

Mr. Ved Prakash Chaturvedi (DIN: 00030839) was appointed as an Independent Director of the Company for a period of 5 years effective from July 13, 2016, and he holds office as an Independent Director of the Company upto July 12, 2021 ("First Term"). As per the provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), an independent director can hold office for a term of up to five (5) consecutive years on the board of a company and can be re-appointed for another term of five (5) consecutive years with the approval of Members by way of a special resolution.

Mr. Ved Prakash Chaturvedi is a member of Policyholders Protection Committee, Corporate Social Responsibility Committee, Risk Management Committee and Stakeholders Relationship Committee of the Company.

Mr. Ved Prakash Chaturvedi, aged 55, is an Independent Director of the Company. He holds a post graduate diploma in management from Indian Institute of Management, Bengaluru.

POSTAL BALLOT NOTICE (contd.)

He has been associated with the Company since July 13, 2016. He has experience in building investment management and wealth management businesses both organically and through acquisitions.

Previously, he has worked with Tata Asset Management Limited as the managing director from October 2004 to October 2010 and with L & T Investment Management Limited as a director from September 2011 to September 2014. He has served on the board of Association of Mutual Funds in India (AMFI) from June 2004 to September 2010.

The Board of Directors of the Company at their Meeting held on January 19, 2021, based on the recommendation of the Board Nomination and Remuneration Committee and after taking into consideration the performance evaluation, background, experience and contribution made by Mr. Ved Prakash Chaturvedi during his tenure as an Independent Director of the Company, decided that the continued association of Mr. Ved Prakash Chaturvedi would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director of the Company and approved the re-appointment of Mr. Ved Prakash Chaturvedi as an Independent Director of the Company, for a second term of five (5) consecutive years, effective from July 13, 2021 to July 12, 2026, subject to requisite approval of Members.

Mr. Ved Prakash Chaturvedi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent and information/disclosures as prescribed under the Act and applicable provisions of IRDAI and SEBI Regulations.

The Company has also received a notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Ved Prakash Chaturvedi for the office of Independent Director of the Company. The Company has also received declaration from Mr. Ved Prakash Chaturvedi that he meets criteria of independence as prescribed under the Act and Listing Regulations and he is independent of the management.

Mr. Ved Prakash Chaturvedi will be entitled to receive remuneration by way of sitting fees for attending meetings of the Board and Committees thereof, reimbursement for expenses incurred for participating in such meetings and

profit related commission within the limits prescribed under Section 197 of the Act, IRDAI Guidelines on 'Remuneration of Non-executive Directors and Managing Director/Chief Executive Officer/Whole-time Directors of Insurers' and as per the group framework for payment of profit related commission to non-executive directors.

Copy of draft letter of re-appointment of Mr. Ved Prakash Chaturvedi setting out the terms and conditions of his re-appointment is available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to Friday, April 9, 2021. Members seeking to inspect such documents can send an email to investors@icicilombard.com.

Pursuant to Regulation 36 of Listing Regulations and Secretarial Standard-2, issued by the Institute of Company Secretaries of India, details of Mr. Ved Prakash Chaturvedi are provided in the Annexure.

Except Mr. Ved Prakash Chaturvedi, being appointee, and his relatives, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested financially or otherwise, in the Resolution No. 3. The Board of Directors of the Company has recommended the adoption of the Resolution No. 3 of the Notice as a Special Resolution.

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

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

Place: Mumbai
Date: March 4, 2021

Registered Office:
ICICI Lombard House,
414, Veer Savarkar Marg,
Near Siddhivinayak Temple, Prabhadevi,
Mumbai-400025
CIN: L67200MH2000PLC129408
Tel No. : +91-22-6196 1100
Fax No. : +91-22-6196 1323
Website: www.icicilombard.com

ANNEXURE

Details of Directors seeking re-appointment (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Particulars	Mr. Uday Chitale (DIN: 00043268)
Age	71 years
Qualification	Bachelor of Commerce and Fellow Chartered Accountant
Brief resume including experience	Mr. Uday Chitale is a Chartered Accountant with professional standing of 45 years and has been Senior Partner with M/s M. P. Chitale & Co., Chartered Accountants. Mr. Uday Chitale has been associated with the Company as an Independent Director since April 19, 2016. Mr. Uday Chitale has been a director on some of the prominent corporate boards in India during the past three decades and more. Mr. Uday Chitale is a member of the Board of Governors of NISM - National Institute of Securities Markets promoted by SEBI. He also held the position of Vice-President Asia-Pacific and member of the global board of directors of DFK International, a leading association of professional firms and business advisors. Mr. Uday Chitale has served on expert committees set up by Institute of Chartered Accountants of India (ICAI), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), Insurance Regulatory and Development Authority (IRDA), Indian Banks' Association (IBA) and several industry associations and chambers of commerce. Mr. Uday Chitale is active in the field of Alternative Dispute Resolution (ADR) and is involved in arbitration and conciliation of commercial disputes. An Accredited Mediator of CEDR-UK, Mr. Uday Chitale is founder director of Indian Council for Dispute Resolution (ICDR) and is on the panel of arbitrators/mediators of leading institutions in India and abroad.
Expertise in specific functional areas	Finance, Accounts and Alternate Dispute Resolution (ADR) specialist
Terms and conditions of appointment or re-appointment	Re-appointment as a Non-executive, Independent Director of the Company, not liable to retire by rotation, for the second term of five (5) consecutive years effective from April 19, 2021 to April 18, 2026, subject to approval of IRDAI.
Date of first appointment on the Board	April 19, 2016
Shareholding in the Company	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None

POSTAL BALLOT NOTICE (contd.)

Particulars	Mr. Uday Chitale (DIN: 00043268)
No. of Board Meetings attended/ held during the year (From April 1, 2020 upto January 19, 2021)	7/7
Other Directorships (including directorship in public, private and foreign companies and insurance corporations)	1. India Infradebt Limited 2. ICICI Bank Limited 3. Axis Mutual Fund Trustee Limited 4. Indian Council for Dispute Resolution
Membership/ Chairmanship of Committees of other Boards in which position of Director held	1. India Infradebt Limited a. Audit Committee – Chairman b. Board Governance, Remuneration and Nomination Committee – Chairman c. Corporate Social Responsibility Committee – Member d. Board Credit & Risk Committee – Member e. I.T. Strategy Committee – Chairman 2. ICICI Bank Limited a. Audit Committee – Chairman b. Stakeholders Relationship Committee – Member c. Corporate Social Responsibility Committee – Member 3. Axis Mutual Fund Trustee Limited a. Audit Committee - Member
Remuneration sought to be paid	Sitting Fees and Profit-related Commission within the limits stipulated by the Act. As per the Resolution No. 1 of this Notice read with Explanatory Statement thereto.
Remuneration last drawn	1. Sitting Fees: ₹ 1,680,000/- (from April 1, 2020 to January 19, 2021) 2. Profit-related Commission: ₹ 1,000,000/-

Particulars	Mr. Suresh Kumar (DIN: : 00494479)	Mr. Ved Prakash Chaturvedi (DIN: 00030839)
Age	70 years	55 years
Qualification	Bachelor of Commerce (Hons.) - University of Bombay, Post Graduation – Investment Management Programme from London Business School, Stanford University and Advance Management Programme – Columbia University	Bachelor of Engineering - Electronics & Power and PGDM- IIM Bangalore
Brief resume including experience	Mr. Suresh Kumar, aged 70, is an Independent Director of the Company since June 1, 2016. He holds a Bachelor of Commerce (B. Com. Hons.) degree from the University of Bombay and completed Investment Management Programme from London Business School, Stanford University. He had also completed Advanced Management Programme from Columbia University. He is a Fellow of the Indian Institute of Bankers (FIIB). He has over 45 years of experience in project finance, corporate banking, remedial credit management, treasury and capital markets, asset management and investment banking activities. He is a Board Member of ICICI Prudential Asset Management Company Limited since April 2011, Aster DM Healthcare Limited since September 2015, Values Alternative Investments International Private Limited since September 2008 and Tricolour Financial Services Pvt. Ltd. since July 2017. He is also an Oversight Board Member of Emirates REITs (Real Estate Investment Trust) in the UAE's DIFC jurisdiction. He is also the Founder & Group Managing Director of Tricolour Values Investments PSC and also an Oversight Board Member in the DIFC. He is Chairman of the Indian Business & Professional Council (IBPC) in Dubai.	Mr. Ved Prakash Chaturvedi, aged 55, is an Independent Director of the Company. He holds a post graduate diploma in management from Indian Institute of Management, Bengaluru. He has been associated with the Company since July 13, 2016. He has experience in building investment management and wealth management businesses both organically and through acquisitions. Previously, he has worked with Tata Asset Management Limited as the Managing Director from October 2004 to October 2010 and with L & T Investment Management Limited as a director from September 2011 to September 2014. He has served on the board of Association of Mutual Funds in India (AMFI) from June 2004 to September 2010.
Expertise in specific functional areas	Banking & Finance	Finance & Investment
Terms and conditions of appointment or re-appointment	Re-appointment as an Independent Director of the Company, not liable to retire by rotation, for the second term of five (5) consecutive years effective from June 1, 2021 to May 31, 2026.	Re-appointment as an Independent Director of the Company, not liable to retire by rotation, for the second term of five (5) consecutive years effective from July 13, 2021 to July 12, 2026.
Date of first appointment on the Board	June 1, 2016	July 13, 2016

POSTAL BALLOT NOTICE (contd.)

Particulars	Mr. Suresh Kumar (DIN: : 00494479)	Mr. Ved Prakash Chaturvedi (DIN: 00030839)
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None	None
No. of Board Meetings attended/ held during the year (From April 1, 2020 upto January 19, 2021)	7/7	7/7
Other Directorships (including directorship in public, private and foreign companies and insurance corporations)	1. ICICI Prudential Asset Management Company Limited 2. Aster DM Healthcare Limited 3. Values Alternative Investments International Private Limited 4. Tricolour Financial Services Private Limited 5. Tricolour Value Investments PSC 6. Equitativa (Dubai) Ltd.	ICICI Prudential Asset Management Company Limited
Membership/Chairmanship of Committees of other Boards in which position of Director held	1. ICICI Prudential Asset Management Company Limited a. Investment Committee – Member b. Board Nomination and Remuneration Committee – Chairman c. Audit and Risk Committee – Member 2. Aster DM Healthcare Limited a. Stakeholders Relationship Committee – Chairman b. Audit Committee - Chairman	1. ICICI Prudential Asset Management Company Limited a. Nomination and Remuneration Committee-Member
Remuneration sought to be paid	Sitting Fees and Profit-related Commission within the limits stipulated by Act. As per the Resolution No. 2 of this Notice read with Explanatory Statement thereto.	Sitting Fees and Profit-related Commission within the limits stipulated by Act. As per the Resolution No. 3 of this Notice read with Explanatory Statement thereto.
Remuneration last drawn	Sitting Fees: ₹ 1,090,000/- (from April 1, 2020 to January 19, 2021) Profit-related Commission: ₹ 1,000,000/-	Sitting Fees: ₹ 1,150,000/- (from April 1, 2020 to January 19, 2021) Profit-related Commission: ₹ 1,000,000/-