ICICI Lombard
GENERAL INSURANCE

Ref. No.: MUM/SEC/93-07/2018

July 3, 2018

To,
General Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Tower,
14th Floor, Dalal Street,
Mumbai – 400 001

BSE Scrip Code: 540716

To,
Vice-President
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051

NSE Symbol: ICICIGI

Dear Sir / Madam,

Submission of Addendum to the Notice of the Eighteenth Annual General Meeting (AGM) of the Company

Ref: Submission made on June 18, 2018 of the Notice of the Eighteenth AGM of the Company

With reference to the above and changes arisen after publication of Notice of Eighteenth AGM (Original Notice) requiring certain additions / modifications to the Original Notice, please find enclosed the Addendum to the Notice of the Eighteenth AGM of the Company ("Addendum to AGM Notice"). The said Addendum to AGM Notice is available on the website of the Company www.icicilombard.com and is also being sent to the individual members through email (wherever email ID is registered) and physical copies (in rest of the cases).

You are requested to take the same on record.

Thanking you,

Yours sincerely,
For ICICI Lombard General Insurance Company Limited

Vikas Mehra
Company Secretary
ACS12117

Encl: As above

ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED

(CIN: L67200MH2000PLC129408)
Registered Office: ICICI Lombard House, 414, Veer Savarkar Marg,
Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025
Email: investors@icicilombard.com, Website: www.icicilombard.com
Tel.:022-61961100, Fax: 022-61961323

ADDENDUM TO THE NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING OF THE COMPANY

ICICI Lombard General Insurance Company Limited ('the Company") had issued a Notice (Original Notice), dated June 6, 2018, of the Eighteenth Annual General Meeting (AGM) to be held on Thursday, July 12, 2018 at 2:30 p.m. IST at the Swatantrya Veer Sawarkar Auditorium, 252, Shivaji Park, Dadar (West), Mumbai - 400 028.

Whereas circumstances have been arisen after publication of Original Notice requiring certain additions/ modifications to the Original Notice, therefore, Members are hereby notified as follows:

The addendum shall be deemed to be a part of the Original Notice, and shall be read along with it.

Members should take note that the resolution at Item No. 3 of the Original Notice **(To appoint a Director in place of Mr. N. S. Kannan (DIN: 00066009), who retires by rotation and being eligible, offers himself for re-appointment.)** stands withdrawn and will not be put to vote at the said AGM or at through remote e-voting.

Further, Original Notice shall be deemed amended as provided herein:

Item No. 11:

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

Appointment of Mr. Sandeep Bakhshi (DIN: 00109206) as Non-executive, Non-independent Director of the Company:

"**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any amendments thereof, Mr. Sandeep Bakhshi (DIN: 00109206), who was appointed as an Additional Director of the Company in the category of Non-executive, Non-independent Director by the Board of Directors with effect from June 26, 2018, and who holds office upto the date of this AGM in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Non-executive, Non-independent Director of the Company, liable to retire by rotation."

Notes:

1. The relevant Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, setting out material facts concerning business in respect of item no. 3 and 11 as set out above is annexed hereto.

2. Mr. N. S. Kannan, Director who is retiring by rotation at this AGM and in respect of whom the necessary resolution for his re-appointment was proposed at Item No. 3 of the said Notice of Eighteenth AGM, has resigned as Director of the Company with effect from June 19, 2018. Accordingly, the said Item No. 3 of the Notice of Eighteenth AGM stands withdrawn.

3. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the Directors proposed to be appointed is given below.

4. All the documents referred to in this Addendum to Original Notice of Eighteenth AGM and in Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days from the date hereof upto the date of the Meeting and will also be available for inspection by the Members at the Meeting.

5. This Addendum to the Original Notice of Eighteenth AGM is available along with the Notice of Eighteenth AGM on the websites of the Company and the Company's Registrar & Share Transfer Agent, Karvy Computershare Pvt. Ltd ("Karvy"). The revised Proxy Form including the resolution proposed hereinabove as item no. 11 is available on the website of the Company and Karvy. The Members desirous of receiving the hard copy of the revised Proxy Form, are requested to write to the Company Secretary or to Karvy.

6. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing AGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for the ensuing AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice.

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

Item No. 3

Mr. N. S. Kannan has been appointed as the Managing Director & CEO of ICICI Prudential Life Insurance Company Limited with effect from June 19, 2018. Consequently, Mr. N. S. Kannan, Non-executive, Non-independent Director of the Company, ceased to be Director of the Company with effect from June 19, 2018. He is accordingly not eligible for appointment as a Director of the Company and does not offer himself for re-appointment.

Accordingly, the said item of the Original AGM Notice stands withdrawn and will not be put to vote at the said AGM or at through remote e-voting.

Item No. 11

The Board of Directors appointed Mr. Sandeep Bakhshi (DIN: 00109206) as an Additional Director of the Company with effect from June 26, 2018 pursuant to section 161 of the Companies Act, 2013 in the category of Non-executive, Non-independent Director, liable to retire by rotation, who holds office upto the date of the ensuing annual general meeting.

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from ICICI Bank Limited, a Member of the Company as specified signifying its intention to propose the candidature of Mr. Sandeep Bakhshi for the Office of Director of the Company. Mr. Sandeep Bakhshi has furnished consent / declarations for his appointment as required under the Companies Act, 2013 and the Rules thereunder.

Except Mr. Sandeep Bakhshi and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution set out as Item No.11.

Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, please find appended in Annexure I details of the Non-executive, Non-independent Director.

The Directors recommend the adoption of the Resolution at item no. 11 of the Notice as an Ordinary Resolution.

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

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

Place: Mumbai
Date: July 2, 2018

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

ANNEXURE I

Details of Director seeking appointment as Non-executive, Non-independent Director (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards on General Meetings)

Particulars	Mr. Sandeep Bakhshi
Age	58 years
Qualification	BE (Mech), PGDM
Experience	Mr. Sandeep Bakhshi joined ICICI Group in 1986 in the project financing group of ICICI Limited, Corporate Banking. In March 2002, he was appointed as Managing Director & CEO of ICICI Lombard General Insurance Company Limited, 74:26 joint venture of ICICI Bank and Fairfax Group. In May 2009, he was appointed as the Deputy Managing Director of the ICICI Bank, where he was responsible for Wholesale Banking and SME. He has joined ICICI Prudential Life Insurance Company Limited as the Managing Director & CEO with effect from August 1, 2010. Mr. Sandeep Bakhshi is an engineer from Punjab Engineering College, Chandigarh and holds a post graduate degree in management from Xavier Labour Relations Institute, Jamshedpur.
Terms and conditions of appointment or re-appointment	Appointment as Non-executive, Non-independent Director
Date of first appointment on the Board	June 26, 2018
Shareholding in the company	941,250
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
Number of Meetings of the Board attended during the year	NA
Other Directorships (Includes directorship in public, private and foreign companies and insurance corporations)	a. ICICI Prudential Pension Funds Management Company Limited b. ICICI Bank Limited C. ICICI Prudential Life Insurance Company Limited
Chairmanship/Membership of the Committees of other Companies in which position of Director is held	NIL
Remuneration sought to be paid, and last drawn	Non-executive, Non-independent Directors are not paid any sitting fees and profit related Commission

FORM NO. MGT 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED

(CIN:L67200MH2000PLC129408)
Registered Office: ICICI Lombard House, 414, Veer Savarkar Marg,
Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025
Email:investors@icicilombard.com, Website: www.icicilombard.com,
Tel.:022-61961100, Fax: 022-61961323

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./Client ID: DP ID:	

I/We being the Member(s) holding _____ equity shares of ₹ 10 each of ICICI Lombard General Insurance Company Limited, hereby appoint:

1. Name: _____ E-mail Id: _____

Address: _____ Signature: _____ or failing him

2. Name: _____ E-mail Id: _____

Address: _____ Signature: _____ or failing him

3. Name: _____ E-mail Id: _____

Address: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Thursday, July 12, 2018 at 2.30 p.m. at Swatantrya Veer Savarkar Auditorium, 252,

Shivaji Park, Dadar (West), Mumbai – 400028 and at any adjournment(s) thereof, in respect of the reslutions, as indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.		
2	To confirm the payment of Interim Dividend and declare final dividend on Equity Shares of the Company for the Financial year ended March 31, 2018.		
3	To appoint a Director in place of Mr. N. S. Kannan (DIN: 00066009), who retires by rotation and, being eligible, offers himself for re-appointment.	Withdrawn	
4	To re-appoint Joint Statutory Auditors of the Company and authorize Board of Directors to fix their remuneration		
Special Business			
5	To approve appointment of Mr. Vishal Mahadevia as an Independent Director of the Company.		
6	To approve the Remuneration of Mr. Bhargav Dasgupta, Managing Director and CEO.		
7	To approve the Remuneration of Mr. Alok Kumar Agarwal, Executive Director – Wholesale.		
8	To approve the Remuneration of Mr. Sanjeev Mantri, Executive Director – Retail.		
9	To approve and ratify ICICI Lombard General Insurance Company Limited - Employee Stock Option Scheme-2005		
10	To approve Grant of Employee Stock Options to the Employees/Directors of Holding and Subsidiary Company(ies) (Present & Future) under the revised scheme.		
11	To approve appointment of Mr. Sandeep Bakhshi (DIN: 00109206) as the 'Non-executive, Non-independent' Director of the Company, liable to retire by rotation.		

Signed this _____ day of _____ 2018

Affix Revenue Stamp ₹ 1/-

Signature of Member(s): _____

Signature of the Proxy holder(s): _____

Note:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

(2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

*(3) It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(4) Please complete all details including details of member(s) in above box before submission.