Ref. No.: MUM/SEC/94-07/2018

July 4, 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,

Addendum to Notice published in the newspapers

Ref: Submission made on July 3, 2018 for the Addendum to Notice of the Eighteenth Annual General Meeting (AGM) of the Company

With reference to the above and pursuant to the requirement specified under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed the copy of Addendum to Notice of the Eighteenth Annual General Meeting of the Company published in English and Marathi newspapers, i.e., Financial Express and Loksatta.

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
Nibhaye Vaade

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N. S. Kannan (DIN: 00066009), who retires by rotation and being eligible, offers himself for Re-appointment.)** stands withdrawn and will not be put to vote at the said AGM or at through remote e-voting.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 Nonexecutive, 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.

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

For **ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED**
On behalf of the Board of Directors
Sd/-
Vikas Mehra
Company Secretary
ACS 12117

Place : Mumbai
Date : July 4, 2018

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ICICI Lombard
Nibhaye Vaade

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

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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 Nonexecutive, 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.

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

For **ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED**
On behalf of the Board of Directors
Sd/-
Vikas Mehra
Company Secretary
ACS 12117

Place : Mumbai
Date : July 4, 2018

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