

Ref. No.: MUM/SEC/210-12/2025

December 13, 2024

To,

The Manager  
Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Tower,  
Dalal Street  
Mumbai – 400001

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

Scrip Code: Equity (BSE: 540716/ NSE: ICICIGI)

Dear Sir/Madam,

**Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice**

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice dated December 12, 2024 ("Notice"), seeking approval of the Members of the Company to transact a special business as set out hereunder by way of Postal Ballot through electronic voting ("remote e-voting") only:

Type of Resolution	Particulars of the Resolution
Special	Re-appointment of Mr. Murali Sivaraman (DIN:01461231) as a Non-executive, Independent Director of the Company

Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/Register of Beneficial Owners maintained by National Securities Depository Limited and Central Depository Services Limited ("Depositories") as on **Friday, December 6, 2024** ("Cut-off Date") and whose e-mail address is registered with Depositories / Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFintech") / the Company, as on said date.

The Company has engaged services of KFintech, as the agency to provide e-voting facility to all its members. The remote e-voting will commence on **Saturday, December 14, 2024 at 9:00 a.m. (IST)** and ends at **Sunday, January 12, 2025 at 5:00 p.m. (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialised form may cast their vote electronically in the manner and process as set out in this Notice.

**ICICI Lombard General Insurance Company Limited**

The Notice will also be made available on the Company's website at [www.icicilombard.com](http://www.icicilombard.com).

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**

**Encl. as above**

**ICICI Lombard General Insurance Company Limited**

IRDA Reg. No. 115  
Mailing Address:  
601 & 602, 6th Floor, Interface 16,  
New Linking Road, Malad(West),  
Mumbai - 400064

CIN: L67200MH2000PLC129408  
Registered Office:  
ICICI Lombard House, 414, Veer Savarkar  
Marg, Near Siddhi Vinayak Temple,  
Prabhadevi, Mumbai - 400025

Toll free No.: 1800 2666  
Alternate No.: +918655222666 (Chargeable)  
Email: [customersupport@icicilombard.com](mailto:customersupport@icicilombard.com)  
Website: [www.icicilombard.com](http://www.icicilombard.com)

# Postal Ballot Notice



**ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED  
(CIN: L67200MH2000PLC129408)**

**Registered Office:** ICICI Lombard House, 414, Veer Savarkar Marg,  
Near Siddhivinayak Temple, Prabhadevi, Mumbai - 400 025

**Tel:** +91-22-6196 1100

**Email:** [investors@icicilombard.com](mailto:investors@icicilombard.com) **Website:** [www.icicilombard.com](http://www.icicilombard.com)

## POSTAL BALLOT NOTICE

Dear Member(s),

**NOTICE** is hereby given to the Members of ICICI Lombard General Insurance Company Limited (“the Company”) pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular No. 09/2024 dated September 19, 2024 read with earlier Circulars, issued by the Ministry of Corporate Affairs in this regard (“MCA Circulars”), Secretarial Standard - 2 on General Meetings (“Secretarial Standard-2”) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, regulations, rules, circulars and notifications issued thereunder (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), that the Special Resolution as set out in this Notice is proposed to be passed by Members of the Company by way of Postal Ballot through electronic voting (“remote e-voting”) only. Communication of assent or dissent of the Members would take place only through the remote e-voting system.

This Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with Depositories/ Company’s Registrar and Transfer Agent [“RTA”] / the Company and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, December 6, 2024** [“Cut-off date”]. Accordingly, physical copy of the notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

The proposed Resolution and Explanatory Statement pursuant to Section 102 of the Act read with applicable rules framed thereunder, Secretarial Standard-2, SEBI Listing Regulations and MCA Circulars, setting out all material facts concerning the Resolution mentioned in this Postal Ballot Notice (“Notice”) along with the instructions for remote e-voting forms part of

this Notice for seeking consent of the Members of the Company through remote e-voting.

The Company is pleased to provide remote e-voting facility, to all the Members of the Company. For this purpose, the Company has engaged the services of KFin Technologies Limited (“KFinTech” or “RTA”) for providing remote e-voting facilities in a secure manner to enable the Members to cast their votes electronically.

The Board of Directors of the Company, at their Meeting held on December 10, 2024 have appointed Dholakia & Associates LLP, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot e-voting process in a fair and transparent manner. Mr. Nrupang Dholakia, Managing Partner (Membership No. FCS 10032) or failing him, Ms. Michelle Martin, Designated Partner (Membership No. ACS 26000) will represent Dholakia & Associates LLP.

The remote e-voting commences at **9.00 a.m. (IST) on Saturday, December 14, 2024** and ends at **5:00 p.m. (IST) on Sunday, January 12, 2025**. The remote e-voting module shall be disabled by KFinTech for voting thereafter. Members are requested to carefully read the instructions mentioned in this Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **5:00 p.m. (IST) on Sunday, January 12, 2025**, failing which it will be considered that no reply has been received from the Member. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit the report to the Chairperson of the Company or a person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of Postal Ballot shall be declared within two working days from conclusion of the remote e-voting through Postal Ballot i.e. on or before **Tuesday, January 14, 2025**. The results of the Postal Ballot along with the Scrutinizer’s report will be communicated to the Stock Exchanges and will also be displayed at the Notice Board of the Registered Office of the Company. The results declared, along with the Scrutinizer’s

Report will also be hosted on the Company's website at [www.icicilombard.com](http://www.icicilombard.com) and on the website of e-voting agency i.e. KFintech at <http://evoting.kfintech.com>.

The proposed Special Resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e. **Sunday, January 12, 2025.**

## **SPECIAL BUSINESS:**

### **Resolution No. 1:**

#### **Re-appointment of Mr. Murali Sivaraman (DIN:01461231) as a Non-executive, Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Insurance Act, 1938, read with guidelines, circulars and regulations issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Board Nomination and Remuneration Committee ("the Committee") and approval of the Board of Directors of the Company, Mr. Murali Sivaraman (DIN:01461231), who holds office of Non-executive, Independent Director till January 16, 2025 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 SEBI 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 pursuant to Section 160 of the Act, be and is hereby re-appointed as a Non-executive, Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years, with effect from January 17, 2025 to January 16, 2030.

**RESOLVED FURTHER THAT** the Board of Directors including the Committee and/or any other person(s) authorised by the Board of Directors of the Company in this regard, be and is/ are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, or expedient including filing of the requisite forms or submission of documents with any Authority for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereof."

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

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

Place: Mumbai  
Date: December 12, 2024

**Registered Office:**  
ICICI Lombard House,  
414, Veer Savarkar Marg,  
Near Siddhivinayak Temple,  
Prabhadevi, Mumbai - 400 025  
**CIN:** L67200MH2000PLC129408  
**Tel No. :** +91-22-6196 1100  
**Website:** [www.icicilombard.com](http://www.icicilombard.com)

## NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder pertaining to the said Resolution, setting out the material facts and reasons thereof, is appended hereto and forms part of this Postal Ballot Notice (“Notice”).
2. The relevant details, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of a Director seeking re-appointment is also annexed to this Notice.
3. In accordance with the MCA Circulars, this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/Register of Beneficial Owners maintained by National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (“the Depositories”) as on **Friday, December 6, 2024** (“Cut-off Date”) and whose e-mail address is registered with Depositories/ Company’s Registrar and Transfer Agent / the Company, as on said date.  
  
Physical Copy of this Notice along with Postal Ballot form and pre-paid business envelope is not being sent to any Member in accordance with the requirements specified under the MCA Circulars.
4. The Members of the Company whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on Cut-off Date i.e. Friday, December 6, 2024 (including those Members who may not have received this Notice due to non-registration of the email address with Depositories/ Company’s Registrar and Transfer Agent / the Company), shall be entitled to vote by remote e-voting on the proposed Resolution specified in this Notice.
5. The Company’s Registrar and Transfer Agent for its share registry (both physical as well as electronic) is KFin Technologies Limited (“KFintech” or “RTA”) having its registered office at Selenium Building, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana – 500 032, Unit: ICICI Lombard General Insurance Company Limited.
6. This Notice will also be available on the Company’s website, website of the Stock Exchanges and on the website of KFintech (agency for providing the remote e-voting facility) and can be assessed through following links:  

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<b>Company’s website</b>	<a href="http://www.icicilombard.com">www.icicilombard.com</a>
<b>Stock Exchanges website</b>	<a href="http://www.bseindia.com">www.bseindia.com</a> ; <a href="http://www.nseindia.com">www.nseindia.com</a>
<b>E-voting agency’s website</b>	<a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>

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7. All the relevant documents referred to in this Notice and Explanatory Statement are also available for inspection by the Members from the date of circulation of this Notice until the last date of remote e-voting. Members seeking to inspect such documents can send an email request at [investors@icicilombard.com](mailto:investors@icicilombard.com) from the registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.
8. In terms of MCA Circulars, Members would be able to cast their votes and convey their assent or dissent to the proposed Special Resolution only through remote e-voting process.
9. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the rules made thereunder, MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with SEBI Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities dated November 11, 2024 (“SEBI Master Circular”) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the Company has provided the facility to the Members to exercise their right to vote on the proposed Resolution set forth in this Notice electronically, through the e-voting platform provided by KFintech. The instructions for remote e-voting are provided as a part of this Notice which the Members are requested to read carefully before casting their vote.
10. Members holding shares in dematerialised mode are requested to register/update their Permanent Account Number (“PAN”), e-mail address, mobile number and bank account details (bank name & branch, bank account number and IFSC code) [“KYC details”] with the relevant Depository Participant(s). Members holding shares in physical form are requested to register/update their KYC



details including email address by submitting duly filled and signed Form ISR-1 to Company's RTA along with, self-attested copy of the PAN and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company and RTA.

11. The remote e-voting period commences at **9:00 a.m. (IST)** on **Saturday, December 14, 2024** and ends at **5:00 p.m. (IST)** on **Sunday, January 12, 2025**. The remote e-voting shall not be allowed beyond the said date and time. During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on **Friday, December 6, 2024**, may cast their vote electronically in the manner and process as set out in this Notice. The remote e-voting module shall be disabled by KFinTech for voting thereafter.
12. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently or cast vote again.
13. The voting rights of the 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, December 6, 2024**. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
14. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the Members.
15. The Special Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting, i.e., **Sunday, January 12, 2025**.
16. A person who becomes a Member after the cut-off date should treat this Notice for information purpose only.
17. The manner of e-voting by (a) Individual shareholders holding shares of the Company in Demat mode, (b) Shareholders other than individuals holding shares of the Company in Demat mode, (c) Shareholders holding shares of the Company in physical mode, and (d) Shareholders who have not registered their email address, is explained in the instructions given herein below:

### Information and Instructions relating to e-Voting

#### I(A) Information and Instructions for e-Voting by Individual Shareholders Holding Shares of the Company in Demat Mode:

As per the SEBI Master Circular dated November 11, 2024, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s). The procedure to login and access e-voting, is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. <b>User already registered for IDeAS e-Services facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the button "<b>Beneficial Owner</b>" available for login under 'IDeAS' section.</li> <li>III. On the new page, enter your User ID and Password. Post successful authentication, click on "<b>Access to e-Voting</b>" under Value Added Services on the panel available on the left hand side.</li> <li>IV. You will able to see Company Name "ICICI Lombard General Insurance Company Limited" on the next screen. <b>Click on the e-voting link available against "ICICI Lombard General Insurance Company Limited" or select e-voting service provider "KFinTech"</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication, during the remote e-voting period.</li> </ol> </li> </ol>

Type of shareholders	Login Method
	<p><b>2. User not registered for IDeAS e-Services facility:</b></p> <ol style="list-style-type: none"> <li>I. To register, visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “<b>Register Online for IDeAS</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol> <hr/> <p><b>3. Users may directly access the e-voting module of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>II. Click on the button “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section.</li> <li>III. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, i.e., (a) through typing Password (in case you are registered on NSDL’s e-voting platform)/ (b) through generation of OTP (in case your mobile /e-mail address is registered in your demat account) and Verification Code as shown on the screen.</li> <li>IV. You will be able to see Company Name “ICICI Lombard General Insurance Company Limited” on the next screen. <b>Click on the e-Voting link available against ICICI Lombard General Insurance Company Limited or select e-Voting service provider “KFintech”</b> and you will be re-directed to the e-Voting page of “KFintech” to cast your vote without any further authentication.</li> </ol>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p><b>1. Existing user who have opted for Easi/Easiest facility</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi / Login to My Easi option under Quick Login</li> <li>III. Login with your registered User Id and Password.</li> <li>IV. You will see Company Name “ICICI Lombard General Insurance Company Limited” on the next screen. <b>Click on the e-Voting link available against “ICICI Lombard General Insurance Company Limited” or select e-Voting service provider “KFintech”</b> and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication, during the remote e-voting period.</li> </ol> <hr/> <p><b>2. User not registered for Easi/Easiest facility</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol>



Type of shareholders	Login Method
	<p>3. Users may directly access the e-voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>II. Provide your demat Account Number and PAN.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. On successful authentication, you will enter the e-voting module of CDSL. <b>Click on the e-Voting link available against “ICICI Lombard General Insurance Company Limited” or select e-Voting service provider “KFintech”</b> and you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication</li> </ol>
Individual Shareholder (holding securities in demat mode) login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on <b>e-Voting option</b>, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>III. <b>Click on e-Voting link available against “ICICI Lombard General Insurance Company Limited” or e-Voting service provider i.e. “KFintech”</b> and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

### IMPORTANT NOTE:

Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective website.

Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL are as follows:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**I(B) Information and Instructions for e-Voting by (i) Members other than Individuals holding shares of the Company in Demat Mode and (ii) All Members Holding Shares of the Company in Physical Mode**

**(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN i.e. 8557 , followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting vote. If required, please visit <https://evoting.kfintech.com> or contact toll-free number **1800-309-4001** from 9:00 a.m. (IST) to 6:00 p.m. (IST) for assistance on your existing password.

- iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve 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.**
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select EVEN for ICICI Lombard General Insurance Company Limited.
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the Resolution, you will not be allowed to modify your vote. During the remote e-voting period, Members can login any number of times till they have voted on the Resolution.
  - xi. In terms of provisions of Section 113 of the Act, the Institutional Investor / Corporate Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Power of Attorney/ Authority Letter, etc., authorizing its representative on its behalf to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at [scrutinizer@dholakia-associates.com](mailto:scrutinizer@dholakia-associates.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_EVEN". The Institutional Investor / Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under E-Voting tab in their login.
- (B) Member whose e-mail address is not registered / updated with the Company / KFintech / Depository Participant(s), please follow the following steps to generate your login credentials:**
- a. Members holding shares in physical mode:  
Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by sending an e-mail request along with duly signed Form ISR-1 and other relevant documents to KFintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).  
  
Form ISR-1 is hosted on the website of the Company at <https://www.icicilombard.com/docs/default-source/shareholding-pattern/form-isr-1---request-for-registering-pan-and-kyc-details.pdf>
  - b. Members holding shares in dematerialized form:  
Members holding shares in dematerialized form are requested to register/update their KYC details with their respective Depository Participant(s) with whom they are maintaining demat accounts. Any such changes effected by the Depository Participant(s) will automatically reflect in the RTA / Company's subsequent records.
  - c. After due verification, the Company / KFintech will forward your login credentials to your registered e-mail address.
  - d. Follow the instructions at (I) (B) (A) to cast your vote.

Postal Ballot Notice

- II. Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> , which may be used for sending further communication(s).
- III. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFintech in the manner as mentioned below:
- If email address or mobile number of the Member is registered against Folio No. /DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate password.
  - Member may call on KFintech’s toll-free number 1800-309-4001 from 9:00 a.m. IST to 6:00 p.m. IST.
  - Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). After due verification of the request, User ID and password will be sent to the Member.
  - If the Member is already registered with KFintech’s e-voting platform, then he/she/it can use his/her/its existing password for logging-in.
- IV. In case of any query relating to e-voting you may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFintech’s website for e-voting: <https://evoting.kfintech.com> or send a request at [evoting@kfintech.com](mailto:evoting@kfintech.com) or contact Ms. C Shobha Anand, Vice President at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

By Order of the Board

For ICICI Lombard General Insurance Company Limited

Sd/-  
Vikas Mehra  
Company Secretary  
ACS 12117

Place: Mumbai

Date: December 12, 2024

**Registered Office:**

ICICI Lombard House,  
414, Veer Savarkar Marg,  
Near Siddhivinayak Temple,  
Prabhadevi, Mumbai - 400 025  
CIN: L67200MH2000PLC129408  
Tel No. : +91-22-6196 1100  
Website: [www.icicilombard.com](http://www.icicilombard.com)

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No.1

#### **Re-appointment of Mr. Murali Sivaraman (DIN:01461231) as a Non-executive, Independent Director of the Company**

The Board of Directors of the Company at their Meeting held on January 17, 2020, based on recommendation of the Board Nomination and Remuneration Committee ("the Committee"), approved appointment of Mr. Murali Sivaraman (DIN:01461231) as an Additional Director in the category of Non-executive, Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years i.e. from January 17, 2020 to January 16, 2025 ("first term"), subject to approval of Members of the Company. Subsequently, Members of the Company had approved the above appointment of Mr. Murali Sivaraman (DIN:01461231), as a Non-executive, Independent Director of the Company, at the Annual General Meeting held on August 13, 2020.

As per the provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Master Circular on Corporate Governance for Insurers, 2024 dated May 22, 2024 ("the Master Circular on CG") issued by Insurance Regulatory and Development Authority of India ("IRDAI"), 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.

The Board of Directors of the Company, at their Meeting held on December 10, 2024, based on the recommendation of the Committee and after taking into consideration the performance evaluation, background, skills, experience, competencies and contribution made by Mr. Murali Sivaraman during his tenure as an Independent Director of the Company, decided that the continued association of Mr. Murali Sivaraman would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director of the Company, approved the

re-appointment of Mr. Murali Sivaraman as a Non-executive, Independent Director of the Company, for a second term of five (5) consecutive years, effective from January 17, 2025 to January 16, 2030, subject to requisite approval of Members.

Mr. Murali Sivaraman, aged 63, is a Fellow Member of the Institute of Chartered Accountants of India, Institute of Cost and Works Accountants of India and holds a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He has also completed Advanced Management Program from Harvard Business School.

He has been associated with the Company since January 17, 2020. Mr. Murali Sivaraman has vast experience and expertise in the area of Finance, Management, Strategy & Marketing. He brings a lot of value by providing inputs during the Board deliberations and also provides the Company with guidance, inputs and advice on various aspects on matters impacting the Company.

Mr. Murali Sivaraman is a Chairperson of the Policyholder Protection, Grievance Redressal and Claims Monitoring Committee and Member of the Audit Committee, Risk Management Committee and Corporate Social Responsibility and Sustainability Committee.

Mr. Murali Sivaraman is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. The Company has received a declaration from Mr. Murali Sivaraman that he meets the criteria of independence as prescribed under the Act and SEBI Listing Regulations and that he is not debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India ("SEBI") or any other such authority. Further, Mr. Murali Sivaraman has submitted all statutory disclosures/declarations prescribed under the Act, applicable provisions of IRDAI and SEBI Regulations.

## Postal Ballot Notice

Mr. Murali Sivaraman is in compliance with the requirements as prescribed in Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended, with respect to enrolling his name in the online databank of independent directors and he had passed the online proficiency self assessment test, in terms of the said Rules.

Mr. Murali Sivaraman fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations for re-appointment as a Non-executive, Independent Director of the Company. In the opinion of the Board, Mr. Murali Sivaraman is a person of integrity, independent of the management and possesses requisite skills, experience, knowledge and capabilities, required for the role of Independent Director.

As a Non-executive, Independent Director of the Company, Mr. Murali Sivaraman will be entitled to receive sitting fees, remuneration as per the prescribed limit pursuant to the Policy on Appointment and Compensation of Employees and framework for remuneration to Non-executive Directors, approved by the Board in accordance with the Act and guidelines, circulars and regulations issued by IRDAI, including reimbursement of expenses for attending meetings of Company.

A copy of the draft letter of re-appointment of Mr. Murali Sivaraman setting out the terms and conditions is available for inspection.

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, issued by the Institute of Company Secretaries of India, details of Mr. Murali Sivaraman are provided in the **Annexure - I** to this Notice.

Except, Mr. Murali Sivaraman, being appointee, 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 at Item No. 1.

The Board recommends the Resolution at Item No. 1 of the accompanying Notice to be passed by the Members of the Company as a Special Resolution.

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

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

Place: Mumbai  
Date: December 12, 2024

**Registered Office:**  
ICICI Lombard House,  
414, Veer Savarkar Marg,  
Near Siddhivinayak Temple,  
Prabhadevi, Mumbai - 400 025  
**CIN:** L67200MH2000PLC129408  
**Tel No. :** +91-22-6196 1100  
**Website:** [www.icicilombard.com](http://www.icicilombard.com)

## ANNEXURE I

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, issued by the Institute of Company Secretaries of India

<b>Name of the Director</b>	<b>Mr. Murali Sivaraman (DIN:01461231), Non-executive, Independent Director</b>
Age	63 years
Nationality	Indian
Date of first appointment on the Board	January 17, 2020
Qualifications	Bachelors of Commerce, Chartered Accountant, Cost and Works Accountant, Post Graduate Diploma in Management from Indian Institute of Management-Ahmedabad and Advanced Management Program from Harvard Business School.
Brief resume including experience	<p>Mr. Murali Sivaraman is an accomplished business leader, who has worked in India, Singapore, China, Canada and London. He is also an Independent Director in Huhtamaki India Limited, MedPlus Health Services Limited, Welspun Living Limited, Welspun Global Brands Limited and Pidilite Industries Limited.</p> <p>In his previous role, he served as President of Philips Lighting Growth Markets and Executive Vice President of Philips Lighting, based in Singapore. During his tenure at Philips, he had successfully completed and integrated large acquisitions in India, China and Middle East and has worked with Marketing, Innovations and Supply Teams spread across the globe. He also worked with Akzo Nobel (formerly ICI) for approx. 20 years in global positions.</p>
Expertise in specific functional area	Finance, Management, Strategy & Marketing
Terms and conditions of 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 January 17, 2025 to January 16, 2030 on the existing terms and conditions of the appointment, subject to requisite approval of Members.
Remuneration sought to be paid	Sitting fees, remuneration as per the prescribed limit pursuant to the Policy on Appointment and Compensation of Employees and framework for remuneration to Non-executive Directors, approved by the Board in accordance with the Act and guidelines, circulars and regulations issued by IRDAI, including reimbursement of expenses for attending meetings of Company.
Shareholding in the Company including shareholding as a beneficial owner (as on date of Postal Ballot Notice)	Nil
No. of Board Meetings attended during FY2025 (as on date of Postal Ballot Notice)	Six (6)
Other Directorships (as on date of Postal Ballot Notice)	<ol style="list-style-type: none"> <li>1. Huhtamaki India Limited</li> <li>2. Medplus Health Services Limited</li> <li>3. Welspun Living Limited</li> <li>4. Pidilite Industries Limited</li> <li>5. Welspun Global Brands Limited</li> </ol>



Name of the Director	Mr. Murali Sivaraman (DIN:01461231), Non-executive, Independent Director
<p>Chairpersonship/Membership of the Committees of Companies in which position of Director is held (as on date of Postal Ballot Notice)</p>	<p><b>1. ICICI Lombard General Insurance Company Limited:</b></p> <ul style="list-style-type: none"> <li>• Policyholder Protection, Grievance Redressal and Claims Monitoring Committee - Chairperson</li> <li>• Audit Committee – Member</li> <li>• Corporate Social Responsibility and Sustainability Committee – Member</li> <li>• Risk Management Committee - Member</li> </ul> <p><b>2. Huhtamaki India Limited:</b></p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee – Chairman</li> <li>• Audit Committee - Member</li> <li>• Nomination and Remuneration Committee – Member</li> <li>• Stakeholders Relationship Committee - Member</li> </ul> <p><b>3. Medplus Health Services Limited:</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Chairman</li> <li>• Nomination and Remuneration Committee – Chairman</li> <li>• Risk Management Committee – Member</li> </ul> <p><b>4. Welspun Living Limited:</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Chairman</li> <li>• Nomination and Remuneration Committee – Chairman</li> <li>• Risk Management Committee – Chairman</li> <li>• ESG &amp; CSR Committee – Chairman</li> </ul> <p><b>5. Pidilite Industries Limited:</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Risk Management Committee – Member</li> </ul> <p><b>6. Welspun Global Brands Limited:</b></p> <ul style="list-style-type: none"> <li>• Audit committee – Chairman</li> <li>• Nomination and Remuneration Committee – Chairman</li> <li>• Corporate Social Responsibility Committee- Chairman</li> </ul>
<p>Remuneration last drawn during FY2025</p>	<p>1. Sitting Fees: ₹ 1,850,000/- (from April 1, 2024 to date of Postal Ballot Notice) 2. Profit-related Commission: ₹ 1,000,000 (paid for FY2024)</p>
<p>Listed entities from which the person has resigned in the past three years</p>	<p>None</p>
<p>Relationship with other Directors, Managers and Key Managerial Personnel of the Company</p>	<p>None</p>
<p>Skills and capabilities required for the role and the manner in which Director meets such requirements</p>	<p>Mr. Murali Sivaraman possess requisite skills, experience, knowledge and capabilities for the role of Non-executive, Independent Director. Further, he is in the compliance with requirements as prescribed under the Act, regulations, circulars, guidelines as prescribed by SEBI and IRDAI, as applicable to the Independent Director.</p>