

Ref. No.: MUM/SEC/480-1/2024

January 23, 2024

To,

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot C/1
G Block, Bandra Kurla Complex,
Mumbai – 400 051

Scrip code: Equity (BSE: 540716/ NSE: ICICIGI); Debt (NSE: ILGI29)

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 January 22, 2024 (“Notice”), seeking approval of the Members of the Company to transact a special business as set out hereunder by way of Postal Ballot only through electronic means (“remote e-voting”):

Type of Resolution	Particulars of the Resolution
Special	Appointment of Mr. Antony Jacob (DIN: 00210724) 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, January 19, 2024 ("Cut-off Date")** and whose e-mail address is registered with the Company/ Company’s Registrar and Transfer Agent, KFin Technologies Limited (“KFintech”) / Depositories, 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 **Wednesday, January 24, 2024 at 9:00 a.m. (IST)** and ends at **Thursday, February 22, 2024 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

IRDA Reg. No. 115
Mailing Address:
401 & 402, 4th Floor, Interface 11,
New Linking Road, Malad (West),
Mumbai - 400 064

CIN: L67200MH2000PLC129408
Registered Office:
ICICI Lombard House, 414, Veer Savarkar Marg,
Near Siddhi Vinayak Temple, Prabhadevi,
Mumbai - 400 025

You can contact us at:
Toll free No. : 1800 2666
Email: customersupport@icicilombard.com
Website: www.icicilombard.com



The Notice will also be made available on the Company's website at www.icicilombard.com.

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

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You can contact us at:

Toll free No. : 1800 2666

Email: customersupport@icicilombard.com

Website: 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, **Website:** 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. 09/2023 dated September 25, 2023 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 the remote e-voting process only ("remote e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

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 e-voting are annexed hereto for seeking consent of the Members of the Company through remote e-voting.

In compliance with Regulation 44 of the SEBI Listing Regulations, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with Rules and MCA Circulars, the Company is sending this Notice in electronic form only and has provided only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form.

The Company is pleased to provide 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. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The hard copy of this Notice along with Postal Ballot form and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

The Board of Directors of the Company, at its Meeting held on Tuesday, December 26, 2023 has appointed Parikh & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot e-voting process in a fair and transparent manner. Mr. P. N. Parikh (FCS 327) or failing him Mr. Mitesh Dhabliwala (FCS 8331) of Parikh & Associates, Company Secretaries will represent Parikh & Associates, Company Secretaries.

The remote e-voting commences at **9:00 a.m. (IST) on Wednesday, January 24, 2024 and ends at 5:00 p.m. (IST) on Thursday, February 22, 2024**. The 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 e-voting process not later than 5:00 p.m. (IST) on **Thursday, February 22, 2024**, 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.

After completion of scrutiny of the votes, the Scrutinizer will submit its report to the Chairperson or any Whole-time Director or Company Secretary of the Company as authorised by the Board in this regard. 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 **Monday**,

February 26, 2024. The results of the Postal Ballot along with the Scrutinizer's report will be communicated to the Stock Exchanges where the equity shares of the Company are listed 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 and on the website of e-voting agency i.e. KFintech at <http://evoting.kfintech.com>.

The proposed Resolution, if approved, shall be deemed to have been passed on the last date of e-voting, i.e. **Thursday, February 22, 2024.**

SPECIAL BUSINESS:

Resolution No. 1:

Appointment of Mr. Antony Jacob (DIN: 00210724) 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, 150, 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, 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 pursuant to recommendation of the Board Nomination and Remuneration Committee ("the Committee") and approval of the Board of Directors, Mr. Antony Jacob (DIN: 00210724), who was appointed as an Additional Director in the category of a Non-executive, Independent Director of the Company, with effect from January 1, 2024 and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the 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 Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-executive, Independent Director of the Company for a term of five (5) consecutive years, with effect from January 1, 2024 to December 31, 2028, not liable to retire by rotation and that he shall be eligible for sitting fees and remuneration, as may be approved by the Board within the permissible limit prescribed under the Act and the guidelines, circulars and regulations issued by IRDAI from time to time and reimbursement of expenses for attending the Board and Committee meetings.

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 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**

Place: Mumbai
Date: January 22, 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



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 Director seeking 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, January 19, 2024 ("Cut-off Date")** and whose e-mail address is registered with the Company/Company's Registrar and Transfer Agent/ Depositories, as on said date.

Physical Copy of this Notice along with Postal Ballot form and pre-paid business envelope are 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 Friday, January 19, 2024 (including those Members who may not have received this Notice due to non-registration of the email address with the Company/Depository Participant(s)/ Company's Registrar and Transfer Agent), 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:

Company's website www.icicilombard.com

Stock Exchanges website www.bseindia.com

www.nseindia.com

E-voting agency's website <https://evoting.kfintech.com>

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 up to Thursday, February 22, 2024. Members seeking to inspect such documents can send an email request at investors@icicilombard.com.
8. In terms of MCA Circulars, Members would be able to cast their votes and convey their assent or dissent to the proposed 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 dated July 11, 2023 ("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 the copy of the share certificate (front and back), self-attested copy of the PAN card 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 Wednesday, January 24, 2024 and ends at 5:00 p.m. (IST) on Thursday, February 22, 2024.** 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, January 19, 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 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, January 19, 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 Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting, i.e., **Thursday, February 22, 2024.**
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 July 11, 2023, 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	1. User already registered for IDeAS e-Services facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section. III. On the new page, enter your User ID and Password. Post successful authentication, click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side. IV. You will able to see Company Name “ICICI Lombard General Insurance Company Limited” on the next screen. Click on the e-voting link available against “ICICI Lombard General Insurance Company Limited” or select e-voting service provider “KFintech” 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.
	2. User not registered for IDeAS e-Services facility: <ol style="list-style-type: none"> I. To register visit URL: https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.



Type of shareholders	Login Method
	<p>3. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com II. Click on the button “Login” which is available under ‘Shareholder/Member’ section. III. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ 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. IV. You will be able to see Company Name “ICICI Lombard General Insurance Company Limited” on the next screen. Click on the e-Voting link available against ICICI Lombard General Insurance Company Limited or select e-Voting service provider “KFintech” and you will be re-directed to the e-Voting page of “KFintech” to cast your vote without any further authentication.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi/Easiest facility <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com II. Click on New System Myeasi / Login to My Easi option under Quick Login III. Login with your registered User Id and Password. IV. You will see Company Name “ICICI Lombard General Insurance Company Limited” on the next screen. Click on the e-voting link available against “ICICI Lombard General Insurance Company Limited” or select e-voting service provider “KFintech” 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. 2. User not registered for Easi/Easiest facility <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. III. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. 3. Users may directly access the e-voting module of CDSL as per the following procedure: <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against “ICICI Lombard General Insurance Company Limited” or select e-Voting service provider “KFintech” and you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.
<p>Individual Shareholder (holding securities in demat mode) login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> 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. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on e-Voting link available against “ICICI Lombard General Insurance Company Limited” or e-Voting service provider i.e. “KFintech” 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.

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 for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

I(B) Information and Instructions for e-Voting by (i) Shareholders Other Than Individuals Holding Shares of the Company in Demat Mode and (ii) All Shareholders 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 (E-Voting Event Number) i.e. 7835, 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 the E-Voting Event Number (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 e-voting period, Members can login any number of times till they have voted on the Resolution.
- xi. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ 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 icicilombard.scrutinizer@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."



(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, 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. Form ISR-1 is hosted on the website of the Company and can be viewed at https://www.icicilombard.com/docs/default-source/shareholding-pattern/form-isr-1---request-for-registering-pan-and-kyc-details.pdf?sfvrsn=39fd6ba6_10
 - b. Members holding shares in dematerialized form are requested to submit/ 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.
- 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:**
- a. 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.

- b. Member may call on KFinTech's toll-free number 1800-309-4001 from 9:00 a.m. IST to 6:00 p.m. IST.
 - c. Member may send an e-mail request to evoting@kfintech.com. After due verification of the request, User ID and password will be sent to the Member.
 - d. 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 or contact Ms. C Shobha Anand, Deputy Vice President at einward.ris@kfintech.com

For ICICI Lombard General Insurance Company Limited

Sd/-
Vikas Mehra
Company Secretary

Place: Mumbai
Date: January 22, 2024

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

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

Item No.1

Appointment of Mr. Antony Jacob (DIN: 00210724) as a Non-executive, Independent Director of the Company

The Board of Directors of the Company at its Meeting held on December 26, 2023 based on recommendation of the Board Nomination and Remuneration Committee ("the Committee"), approved the appointment of Mr. Antony Jacob (DIN: 00210724), as an Additional Director in the category of Non-executive, Independent Director of the Company for a period of five (5) consecutive years effective from January 1, 2024 to December 31, 2028, subject to approval of Members of the Company. Further, the Board of Directors of the Company at its Meeting held on January 16, 2024 based on the recommendation of the Committee, inducted Mr. Antony Jacob as a Member of the Audit Committee effective from January 16, 2024.

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. As the period of three months would conclude before the annual general meeting to be held in 2024, approval of Members is sought for appointment of Mr. Antony Jacob as a Non-executive, Independent Director by passing a Special Resolution through Postal Ballot.

Mr. Antony Jacob was designated as Chief Executive Officer of Apollo HealthCo Limited – Apollo 24|7, from January 17, 2020 to December 31, 2023, the digital business unit of Apollo Hospitals. Mr. Antony Jacob had been associated with Apollo Munich Health Insurance Company Limited since April 2009 as the Chief Executive Officer and Whole Time Director. Mr. Antony Jacob transformed Apollo Munich into a profitable-growth company which was later sold to HDFC ERGO (January 2020).

Prior experience of Mr. Antony Jacob includes Regional Finance Director, Asia & Middle East, Royal & Sun Alliance Group. Between 2000 and 2007, Mr. Antony Jacob created India's first private sector general insurance company, he was initially the founding Deputy Managing Director and became the CEO & Managing Director of Royal Sundaram General Insurance.

Mr. Antony Jacob started his working career in 1986 with ITC Limited in Kolkata before moving in 1994 for a short period to Continental Grain (India) now Cargill (India). Mr. Antony Jacob is a Chartered Accountant and Bachelor of Commerce by qualification.

The Company has received a declaration of independence from Mr. Antony Jacob confirming that he meets the criteria of independence as prescribed under the Act and SEBI Listing Regulations. Mr. Antony Jacob 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 and submitted a declaration that he has not been 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. Antony Jacob has submitted all statutory disclosures/declarations prescribed under the Act, applicable provisions of Insurance Regulatory and Development Authority of India ("IRDAI") and SEBI Regulations.

In opinion of the Board and based on the declaration of independence submitted by Mr. Antony Jacob, Mr. Antony Jacob is a person of integrity and has the necessary knowledge, experience & expertise and fulfills the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations for appointment as a Non-executive, Independent Director of the Company.

Considering Mr. Antony Jacob requisite qualifications, skills, experience and expertise in specific functional areas viz. Finance, Audit & Risk Management, Treasury, Strategic Planning, Consumer Insight and Marketing, Leadership Development, Insurance and E-Commerce Industry, the Board of Directors of the Company is of the opinion that his association would be beneficial to the Company and it is desirable to avail services of Mr. Antony Jacob as a Non-executive, Independent Director of the Company for a period of five (5) consecutive years with effect from January 1, 2024 to December 31, 2028.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Antony Jacob for the Office of Non-executive, Independent Director of the Company.

Mr. Antony Jacob 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 exempted from qualifying the online proficiency self-assessment test for independent directors.



A copy of the letter of appointment of Mr. Antony Jacob setting out the terms and conditions is available for inspection through electronic mode, basis the request being sent on investors@icicilombard.com.

As an independent director of the Company, Mr. Antony Jacob will be entitled to receive sitting fees for attending Board and Committee Meetings and remuneration as may be approved by the Board within the permissible limit prescribed under the Act and guidelines, circulars and regulations issued by IRDAI from time to time and reimbursement of expenses for attending the Board and Committee meetings.

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

Except Mr. Antony Jacob, 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**

Place: Mumbai
Date: January 22, 2024

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

ANNEXURE I

Pursuant to Regulation 36(3) of the 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

Particulars	Mr. Antony Jacob (DIN: 00210724)
Age	63 years
Date of first appointment on the Board	January 1, 2024
Qualifications	Chartered Accountant and Bachelor of Commerce
Brief resume including experience	<p>Mr. Antony Jacob was designated Chief Executive Officer at Apollo HealthCo Limited - Apollo 24 7 (January 17, 2020 to December 31, 2023) the digital business unit of Apollo Hospitals. He had been associated with Apollo Munich Health Insurance Company Limited since April 2009 as the Chief Executive Officer and Whole Time Director. Mr. Antony Jacob transformed Apollo Munich into a profitable-growth company that was later sold to HDFC ERGO (January 2020).</p> <p>Mr. Antony Jacob is a scale-up specialist and has a track record of building credible companies in General and Health Insurance. Mr. Antony Jacob has a distinct ability to transform companies on customer deliverables through product innovation and by fostering a customer-centric culture to enhance the top line while creating operational improvements to improve the bottom line.</p> <p>Prior experience of Mr. Antony Jacob includes Regional Finance Director, Asia & Middle East, Royal & Sun Alliance Group. Between 2000 and 2007, Mr. Antony Jacob created India's first private sector general insurance company, he was initially the founding Deputy Managing Director and became the CEO & Managing Director of Royal Sundaram General Insurance.</p> <p>Mr. Antony Jacob started his working career in 1986 with ITC Limited in Kolkata before moving in 1994 for a short period to Continental Grain (India) now Cargill (India).</p>
Expertise in specific functional area	Finance, Audit & Risk Management, Treasury, Strategic Planning, Consumer Insight and Marketing, Leadership Development, Insurance and E-Commerce Industry
Terms and conditions of appointment or re-appointment	<p>Appointed as a Non-executive, Independent Director for a term of five (5) consecutive years effective from January 1, 2024 to December 31, 2028, not liable to retire by rotation.</p> <p>As an Independent Director, Mr. Antony Jacob is entitled to Sitting Fees for attending the meetings of the Board of Directors and Committees thereof and remuneration as may be approved by the Board of the Company within the permissible limit under the Act and guidelines, circulars and regulations issued by IRDAI from time to time.</p>
Remuneration sought to be paid	Please refer resolution and explanatory statement forming part of this Notice.
Shareholding in the Company including shareholding as a beneficial owner as on January 22, 2024	Nil
No. of Board Meetings attended during FY2024	1 out of 1 Board Meeting held since his appointment
Other Directorships as on January 22, 2024	<ol style="list-style-type: none"> ICICI Prudential Asset Management Company Limited Prodapt Solutions Private Limited Searchlight Health Private Limited The Indo German Chamber of Commerce
Chairpersonship/Membership of the Committees of Companies in which position of Director is held as on January 22, 2024	<ol style="list-style-type: none"> ICICI Lombard General Insurance Company Limited: <ul style="list-style-type: none"> Audit Committee – Member ICICI Prudential Asset Management Company Limited: <ul style="list-style-type: none"> Audit Committee-Chairperson Risk Management Committee-Chairperson Investment Committee - Member Prodapt Solutions Private Limited: <ul style="list-style-type: none"> Audit Committee – Chairperson
Remuneration last drawn	Sitting fees payable of ₹ 1,00,000/- for attending meeting of the Board.
Listed entities from which the person has resigned in the past three years	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Skills and capabilities required for the role and the manner in which Director meets such requirements	Please refer explanatory statement forming part of this Notice.