

Ref. No.: MUM/SEC/293-03/2020

March 16, 2020

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

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

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

Dear Sir/Madam,

**Sub: Declaration of voting results of Postal Ballot alongwith the report issued by the Scrutiniser**

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ('the Act'), read with applicable rules made under the Act, the Company had, through Postal Ballot, requested Members of the Company to approve the followings resolutions:

1. Ordinary resolution for re-appointment of Mr. Sanjeev Mantri (DIN: 07192264), as a Whole-time Director designated as Executive Director-Retail of the Company;
2. Special resolution for amendment to the ICICI Lombard Employees Stock Option Scheme-2005.

The last date for receipt of physical Postal Ballot forms and for e-voting was March 15, 2020.

Parikh & Associates, Practising Company Secretaries which was appointed as the Scrutiniser for the Postal Ballot process, has submitted their report dated March 16, 2020. In terms of the report of the Scrutiniser, the resolutions contained in the notice of Postal Ballot dated February 7, 2020 were approved by Members of the Company with requisite majority.

The resolutions are deemed to have been passed on the last date of voting, i.e. Sunday, March 15, 2020.

**ICICI Lombard General Insurance Company Limited AA 1421117 /19**

IRDA Reg. No. 115

CIN: L67200MH2000PLC129408

Mailing Address:

Registered Office:

Toll free No. : 1800 2666

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

401 & 402, 4th Floor, Interface 11, ICICI Lombard House, 414, Veer Savarkar Marg,  
New Linking Road, Malad (West), Near Siddhi Vinayak Temple, Prabhadevi,  
Mumbai - 400 025.

Alternate No.: +91 8655222666 (Chargeable)

Email: customersupport@icicilombard.com

Website: www.icicilombard.com

In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), please find enclosed the following:

1. Voting results in the format prescribed under Regulation 44 of Listing Regulations [as provided by KFin Technologies Private Limited (erstwhile Karvy Fintech Private Limited)]; and
2. Report of the Scrutiniser on voting by Postal Ballot Form and e-voting.

The above information will also be available on the website of the Company at [www.icicilombard.com](http://www.icicilombard.com)

You are requested to kindly take the same on your 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** AA **1421119**

IRDA Reg. No. 115

CIN: L67200MH2000PLC129408

Mailing Address:

Registered Office:

Toll free No. : 1800 2666

401 & 402, 4th Floor, Interface 11,  
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Website: [www.icicilombard.com](http://www.icicilombard.com)

Company Name		ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED						
Date of the AGM/EGM		February 7, 2020 ( Voting Start Date: February 15, 2020 09:00 hours to March 15, 2020 17:00 hours)						
Total number of shareholders on record date		246532						
No. of shareholders present in the meeting either in		Not Applicable						
Promoters and Promoter Group:								
Public:								
No. of Shareholders attended the meeting through Video		Not Applicable						
Promoters and Promoter Group:								
Public:								
Resolution required: (Ordinary/ Special)		ORDINARY - Re-appointment of Mr. Sanjeev Mantri (DIN : 07192264), as a Whole-time Director designated as Executive Director-Retail of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	253843806	253843806	100.0000	253843806	0	100.0000	0.0000
	Poll	253843806	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	253843806	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	163534890	104908493	64.1505	102503162	2405331	97.7072	2.2927
	Poll	163534890	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	163534890	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	37057258	2224623	6.0032	2212056	12567	99.4350	0.5649
	Poll	37057258	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	37057258	15696	0.0424	14419	1277	91.8641	8.1358
<b>Total</b>		<b>454435954</b>	<b>360992618</b>	<b>79.4375</b>	<b>358573443</b>	<b>2419175</b>	<b>99.3299</b>	<b>0.6701</b>





Resolution required: (Ordinary/ Special)		SPECIAL - Amendment to the ICICI Lombard Employees Stock Option Scheme-2005						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	253843806	253843806	100.0000	253843806	0	100.0000	0.0000
	Poll	253843806	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	253843806	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	163534890	112988992	69.0917	83270430	29718562	73.6978	26.3021
	Poll	163534890	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	163534890	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	37057258	2247676	6.0654	2233467	14209	99.3678	0.6321
	Poll	37057258	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	37057258	15150	0.0409	14001	1149	92.4158	7.5841
<b>Total</b>		<b>454435954</b>	<b>369095624</b>	<b>81.2206</b>	<b>339361704</b>	<b>29733920</b>	<b>91.9441</b>	<b>8.0559</b>



**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

March 16, 2020

To,  
**ICICI Lombard General Insurance Company Limited**  
ICICI Lombard House, 414, Veer Savarkar Marg,  
Near Siddhivinayak Temple,  
Prabhadevi, Mumbai 400 025

**Kind Attn: Mr. Vikas Mehra**

Sub.: Report on Postal Ballot Voting of ICICI Lombard General Insurance Company Limited

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

1. Ordinary Resolution for re-appointment of Mr. Sanjeev Mantri (DIN: 07192264), as a Whole-time Director designated as Executive Director-Retail of the Company;
2. Special Resolution for Amendment to the ICICI Lombard Employees Stock Option Scheme-2005.

I now enclose the following:

- a) My report to the Chairperson of the Company on the result of the postal ballots received from shareholders in physical mode and e-voting done through electronic mode.
- b) The register showing the particulars of the physical postal ballots received and processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the KFin Technologies Private Limited ("KFINTeCH") e-voting system in respect of the said Resolutions.

Thanking you.

Yours faithfully,

P. N. Parikh  
Parikh & Associates



Encl.: As above.



**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairperson  
**ICICI Lombard General Insurance Company Limited**  
ICICI Lombard House, 414, Veer Savarkar Marg,  
Near Siddhivinayak Temple,  
Prabhadevi, Mumbai 400 025

**Report of Scrutinizer**

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 327), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, have been appointed as the Scrutinizer to conduct the postal ballot/remote e-voting process in respect of the following resolutions:

1. Ordinary Resolution for re-appointment of Mr. Sanjeev Mantri (DIN: 07192264), as a Whole-time Director designated as Executive Director-Retail of the Company.
2. Special Resolution for Amendment to the ICICI Lombard Employees Stock Option Scheme-2005.

pursuant to the Notice dated February 07, 2020, issued under Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration), Rules, 2014, as amended from time to time.

The Notice dated February 07, 2020 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the above mentioned resolutions passed through Postal Ballot.

The Company had availed the e-voting facility offered by KFin Technologies Private Limited (erstwhile Karvy Fintech Private Limited) for conducting e-voting by the shareholders of the Company.



Contd....2



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The shareholders of the Company holding shares as on the "cut-off" date of Friday, January 24, 2020 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on Saturday, February 15, 2020 at 09:00 a.m. (IST) and ended on Sunday, March 15, 2020 at 05:00 p.m. (IST) and the KFINTECH's e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through physical ballot forms received up to Sunday, March 15, 2020 at 05:00 p.m. (IST) were also considered.

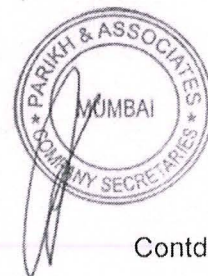
I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the KFINTECH e-voting system and the physical ballot forms received and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to physical postal ballots and remote e-voting on the Resolutions contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the physical postal ballots and remote e-voting is restricted to making a consolidated Scrutinizer's Report of the votes cast in favour or against the said resolutions.

I now submit my consolidated Scrutinizer Report on the results of the voting by postal ballot in physical and electronic mode in respect of the following resolutions:

1. Ordinary Resolution for re-appointment of Mr. Sanjeev Mantri (DIN: 07192264), as a Whole-time Director designated as Executive Director-Retail of the Company.
2. Special Resolution for Amendment to the ICICI Lombard Employees Stock Option Scheme-2005.



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**Resolution 1. Ordinary Resolution**

**Re-appointment of Mr. Sanjeev Mantri (DIN: 07192264), as a Whole-time Director designated as Executive Director-Retail of the Company.**

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
991	35,85,73,443	99.33

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
77	24,19,175	0.67

(iii) **Invalid votes /Abstained:**

Number of members whose votes were declared invalid/ who abstained from voting	Number of invalid/ abstained votes (Shares)
61	81,05,840





**Resolution 2.Special Resolution****Amendment to the ICICI Lombard Employees Stock Option Scheme-2005**(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
829	33,93,61,704	91.94

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
243	2,97,33,920	8.06

(iii) **Invalid votes /Abstained:**

Number of members whose votes were declared invalid/ who abstained from voting	Number of invalid/ abstained votes (Shares)
60	2,831



Signature:

Name : P.N. Parikh

Scrutinizer

FCS: 327 CP: 1228

Dated: March 16, 2020

Place: Mumbai

**Certified True Copy**

Vikas Mehra

Company Secretary

Membership No. 12117

ICICI Lombard House, 414, Veer Savarkar Marg,

Near Siddhi Vinayak Temple,

Prabhadevi, Mumbai - 400 025.