



ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED
(CIN:L67200MH2000PLC129408)

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

Terms and conditions of appointment of Independent Directors

The broad terms and conditions of appointment of the Independent Directors are given hereunder:

Term of appointment

The appointment as Director is subject to the approval of shareholders of the Company. Independent Directors would not be liable to retire by rotation pursuant to the provisions of the Companies Act, 2013.

An Independent Director shall hold office for a term of five consecutive years on the Board of a Company; and for not more than two such consecutive terms. Further, an Independent Director shall be eligible for appointment after the expiration of three years of ceasing to be an Independent Director.

Determination of Independence:

The applicable provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, defines an Independent Director. A duly signed declaration confirming the adherence to the independence criteria would be obtained from the director based on which the Board would determine the classification of the director as an Independent Director.

Induction on Board Committees:

Based on the skill/expertise of the independent directors, the Board may induct an Independent Director on various Board level Committees as Member or to Chair such

Committees. The following are the Board level Committees comprising of Independent Directors:

1. Audit Committee
2. Risk Management Committee
3. Investment Committee
4. Policyholder Protection, Grievance Redressal and Claims Monitoring Committee
5. Board Nomination and Remuneration Committee
6. Corporate Social Responsibility & Sustainability Committee
7. Stakeholders Relationship Committee

The role of the Independent Director as Member/Chairperson of such Committees would be guided by the terms of reference of the said Committees as prescribed by the Board. The directors would be inducted as Member/Chairperson of any Board level Committee in accordance with the requirements prescribed in the Companies Act, 2013, Listing Regulations and any other applicable regulations.

Duties and Responsibilities

As per guidelines of professional conduct, role and functions and duties of the Independent Director are provided in Section 166 and Schedule IV of the Companies Act, 2013 and responsibilities of the Board as detailed in the IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers, 2024 and the Listing Regulations. These will be elaborated in detail in the individual letters given to the Independent Directors on their appointment.

Fit & Proper criteria

The Directors of insurance companies have to meet the “fit and proper” criteria as specified in the IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers, 2024. The Directors are also required to enter into a Deed of Covenant as per the format prescribed, with the Company, pursuant to their terms of appointment to ensure that there is a clear understanding of the mutual role of the Company, the Directors and the Board in Corporate Governance.

Code of Conduct

The Company and ICICI Group has a Code of Business Conduct and Ethics (both referred to as ‘Code’) which prescribes the professional and ethical standards and duties that need to be adhered to by directors/employees. An Independent Director has to also abide by the provisions of Schedule IV of the Companies Act, 2013 (Code for Independent Directors). A copy of the Code is shared with directors and a confirmation of adherence to this code is taken from directors on an annual basis.

Insurance:

The Independent Directors are covered under Directors' and Officers' Liability Insurance Policy procured by the Company.

Performance Evaluation Process

As members of the Board, their performance as well as the performance of the entire Board and its Committees will be evaluated annually. The criteria for evaluation shall be disclosed in the Company's Annual Report. The evaluation process is a constructive mechanism to improve the effectiveness of the Board / Committee(s).

Remuneration

Independent Directors would be entitled to sitting fees for attending meetings of the Board/Committee as applicable. The sitting fees would be within the limits as prescribed under Companies Act, 2013. In addition to the sitting fees, profit related commission may also be paid to the Independent Director, proportionately on basis of their tenure, subject to the availability of net profits at the end of each financial year and applicable provisions of the Companies Act and IRDAI Regulations. Sitting fees would be outside the purview of the above limits. They would also be entitled to reimbursement of expenses incurred for participation in Board/Committee meetings.

Training and development

The Company conducts induction program for its Independent Directors for familiarising them with Company's management team and business operations. Welcome Kit is provided to the Directors indicating various declarations and submissions required to be made to the Board from time to time.

The Company also updates the Directors on regulatory updates concerning its business through various notes and presentations. The Company arranges other need based engagement(s) as and when required.