

**COMMON BID CUM APPLICATION FORM**

**ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED - INITIAL PUBLIC OFFER - R**  
 Registered Office: ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025; Tel: (91 22) 6196 1100;  
 Fax: (91 22) 6196 1323; Contact Person: Vikas Mehra, Company Secretary and Compliance Officer; E-mail: investors@icicilombard.com;  
 Website: https://www.icicilombard.com; Corporate Identity Number: U67200MH2000PLC129408; IRDAI Registration Number: 115 Date of Registration: August 3, 2001

**FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS**



TO,  
**THE BOARD OF DIRECTORS**  
**ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED**

**BOOK BUILT OFFER**  
**ISIN : INE765G01017**

**Bid cum Application Form No.**

<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/CDP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b> Mr. /Ms./M/s. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>SCSB BRANCH STAMP &amp; CODE</b>	
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	
<b>2. PAN OF SOLE / FIRST BIDDER</b>		

<b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID		<b>6. INVESTOR STATUS</b> <input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indians - NRI (Non-Repatriation basis) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please specify) - OTH <small>* HUF should apply only through Karta (Application by HUF would be treated on par with Individual)</small>																											
<b>4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")</b>																													
<table border="1"> <tr> <th rowspan="2">Bid Options</th> <th rowspan="2">No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)</th> <th colspan="3">Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)</th> <th rowspan="2">"Cut-off" (Please tick)</th> </tr> <tr> <th>Bid Price</th> <th>Retail Discount</th> <th>Net Price</th> </tr> <tr> <td>Option 1</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 2</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 3</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> </table>	Bid Options		No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			"Cut-off" (Please tick)	Bid Price	Retail Discount	Net Price	Option 1					<input type="checkbox"/>	(OR) Option 2					<input type="checkbox"/>	(OR) Option 3					<input type="checkbox"/>	<b>5. CATEGORY</b> <input type="checkbox"/> Retail Individual Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB
Bid Options				No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			"Cut-off" (Please tick)																					
	Bid Price	Retail Discount	Net Price																										
Option 1					<input type="checkbox"/>																								
(OR) Option 2					<input type="checkbox"/>																								
(OR) Option 3					<input type="checkbox"/>																								
<b>7. PAYMENT DETAILS</b> <b>PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input checked="" type="checkbox"/></b> Amount blocked (₹ in figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____																													

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.  
 IF, I/WE HAVE APPLIED FOR 1% OR MORE BUT LESS THAN 5% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY, THEN I/WE HEREBY CONFIRM AND CERTIFY THAT I/WE ARE A 'FIT AND PROPER PERSON' AS SET OUT IN THE SECTION "BIDS BY BIDDERS FOR 1% OR MORE AND LESS THAN 5% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY" ON PAGE 441 OF THE RHP.

<b>8A. SIGNATURE OF SOLE/ FIRST BIDDER</b> _____ Date : _____ 2017	<b>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> I/We authorise the SCSB to do all acts as are necessary to make the Application in the Offer.	<b>SYNDICATE MEMBER / BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)</b> _____
	1) _____	
	2) _____	
	3) _____	

TEAR HERE

<b>ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED</b> <b>INITIAL PUBLIC OFFER - R</b>	<b>Acknowledgement Slip for Syndicate Member/ Broker/SCSB/CDP/RTA</b>	<b>Bid cum Application Form No.</b>
---	---	-------------------------------------

DPID / CLID		PAN of Sole / First Bidder
-------------	--	----------------------------

Amount blocked (₹ in figures)	ASBA Bank A/c No.	Stamp & Signature of SCSB Branch
Bank & Branch		
Received from Mr./Ms. /M/s.		
Telephone / Mobile	Email	

TEAR HERE

<b>ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED - INITIAL PUBLIC OFFER - R</b>	Option 1	Option 2	Option 3	Stamp & Signature of Syndicate Member / Broker / SCSB / CDP / RTA	Name of Sole / First Bidder	
	No. of Equity Shares					
	Bid Price					
	Amount Blocked (₹)					
	ASBA Bank A/c No.					
	Bank & Branch				<b>Acknowledgement Slip for Bidder</b>	
					<b>Bid cum Application Form No.</b>	



## IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

### BIDDER'S UNDERTAKING FOR BID CUM APPLICATION FORM

**(IN CASE OF A JOINT APPLICATION, THE CONFIRMATIONS, AUTHORISATIONS, UNDERTAKINGS AND REPRESENTATIONS MADE BY THE FIRST BIDDER WILL BE DEEMED TO HAVE BEEN MADE ON BEHALF OF ALL JOINT BIDDERS. THE FIRST BIDDER SHALL BE LIABLE FOR ALL THE OBLIGATIONS ARISING OUT OF THE OFFER OF EQUITY SHARES.)**

On the basis of the Red Herring Prospectus dated September 6, 2017 filed with the Registrar of Companies, Mumbai ("RHP"), the General Information Document ("GID") and having studied the attached details as per the Abridged Prospectus, I/ we hereby apply for Allotment to me/us of the Equity Shares in the Offer upto my/our Bids for maximum number of Equity Shares at or above the Offer Price, to be discovered through the Book Building Process. I/We hereby confirm that I am/We are eligible person(s) to invest in the Offer in accordance with applicable laws. I/We agree to accept the Equity Shares Bid for, or such lesser number as may be allotted to me/us subject to the terms of the RHP, Abridged Prospectus, the GID, the Bid cum Application Form and other applicable laws. The amount payable on bidding has been blocked with the SCSB. I/We undertake that I/we will sign all such other documents and do all such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares which may be allotted and to register my/our address as given in the depository records. I/We note that in case of QIB Bidders, the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) the GCBRLMs and the BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject Bids (including technical rejections) at the time of acceptance of Bid cum Application Form provided that the reasons for rejecting the same shall be provided to such Bidder in writing, whereas it has a right to reject it from Non-Institutional Bidders and Retail Individual Bidders based only on technical grounds and/or as specified in the Abridged Prospectus, GID and the RHP. I/We authorise the Company to make the necessary changes in this Bid cum Application Form and the RHP for filing of the Prospectus with the Registrar of Companies, Mumbai without intimation to me/us and use this Bid cum Application Form as the Application Form for the purpose of this Offer.

**I/WE CONFIRM THAT:** EITHER I am/We are Indian national(s) resident in India and I am/we are not applying for the said Equity Shares as nominees of any person resident outside India or foreign nationals OR I am/we are Indian national(s) resident in India and I am/we are applying for the said Equity Shares as power of attorney holder(s) of Non-Resident Indian(s) as mentioned on non-repatriation basis OR I am/we are Indian national(s) resident outside India and I am/we are applying for the said Equity Shares on my/our own behalf through NRO account on Non Repatriation basis. I am/We are, or at any time the Equity Shares are purchased will be, the beneficial owner of such Equity Shares and I/ We and any customer I/we represent, (a) am/are located outside the United States within the meaning of Regulation S under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act") and am/are purchasing the Equity Shares in an "offshore transaction" as defined in Regulation S and (b) I/We am/are not an affiliate of the Company or a person acting on behalf of such affiliate.

Bidders applying for 1% or more and less than 5% of the post-Offer paid up equity share capital of our Company, as set out in the section "Bids by Bidders for 1% or more and less than 5% of the post-Offer paid up equity share capital of our Company" on page 441 of the RHP must be:

- Either: 1. An intermediary registered (or deemed to be registered) with the Securities and Exchange Board of India ("SEBI") in terms of the Securities and Exchange Board of India (Intermediaries) Regulations, 2008, as amended; or 2. an entity carrying out business which is regulated in India by the RBI, SEBI, IRDAI, PFRDA or outside India by any financial services, capital markets or banking regulatory authorities including the U.S. Securities and Exchange Commission, the (U.K.) Prudential Regulation Authority, Monetary Authority of Singapore and Hong Kong Monetary Authority; or 3. a subsidiary of an entity falling under 1 and 2 above; or 4. a sovereign wealth fund or an investment company which is controlled by a sovereign wealth fund, either directly or indirectly; or 5. a person who or whose affiliates (including the investment companies of such Bidder) is the promoter of a company in the top 100 listed companies in India. The top 100 listed companies will be on the basis of their respective market capitalisation. The market capitalisation shall be the product of the "weighted average number of total shares" of such company and the "volume weighted average market price" of such shares for the preceding quarter. (The terms "weighted average number of total shares" and "volume weighted average market price" have the meaning assigned to them in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The preceding quarter in relation to the Offer, is the period from April 1, 2017 until June 30, 2017 (inclusive of both days). Additionally, the "volume weighted average market price" will be adjusted for corporate actions such as issuances pursuant to rights issue, bonus issue, stock consolidations, stock splits, payment of extraordinary dividend (50% higher than the dividend per share paid during the preceding three financial years), de-mergers and reduction of capital, where the record date for effecting such corporate actions falls within the preceding quarter).
- Eligible to hold, subscribe and deal with the Equity Shares under the applicable laws; and
- The aggregate of the existing shares held by us, if any, and the Equity Shares for which the application has been made do not exceed 5% of the post-Offer paid up equity share capital of the Company.

For details relating to the paid up equity share capital of the Company, see "Capital Structure" beginning on page 99 of the RHP.

**FOR QIB BIDDERS:** We confirm that the Bid size/maximum Equity Shares applied for by us do not exceed the relevant regulatory approvals/limits. I/We am/are not prohibited from accessing capital markets under any order/ruling/ judgment of any regulatory, judicial or any other authority, including SEBI or under the provisions of any law, regulation or statute.

**Further:** 1) In accordance with ASBA process provided in SEBI Regulations and as disclosed in the RHP, I/We authorise (a) the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or the RTAs or the CDPs or to do all acts as are necessary to make the application in the Offer, including uploading my/our Bid, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Bid cum Application Form, transfer of funds to the Public Offer Account on receipt of instruction from Registrar to the Offer, after finalisation of Basis of Allotment; and (b) the Registrar to the Offer to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalisation of the Basis of Allotment. 2) In case the amount available in the specified bank account is insufficient as per the highest Bid option, the SCSB shall reject the application. 3) I/We hereby authorise the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or CDPs or the RTAs, as the case may be, to make relevant revisions as may be required to be done in the Bid, in the event of a revision of the Price Band.

### INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM

- Name of sole/ First Bidder should be exactly the same as it appears in the Depository records. In case of joint Bids, only the name of the First Bidder (which should also be the first name in which the depository account is held) should be provided in the Bid cum Application Form.
- The First Bidder, should mention his/ her PAN allotted under the Income Tax Act, DP ID and Client ID and any Bid cum Application Form without the PAN is liable to be rejected. Except for Bids by or on behalf of the Central or State Government and the officials appointed by the Courts and by investors residing in the state of Sikkim, the Bidders, or in the case of Bid in joint names, the First Bidder (the first name under which the depository account is held), should mention his/ her PAN allotted under the Income Tax Act. Any Bid cum Application Form without the PAN is liable to be rejected.
- Based on the PAN, DP ID and Client ID provided by the Bidders, the Registrar will obtain Demographic Details registered with Depository Participants to be used for allotment or technical rejections or unblocking of ASBA Account. Hence, Bidders are advised to immediately update any change in their details as appearing on the records of the Depository Participant. Please note that failure to do so could result in failure in allotment of Equity Shares, delay in unblocking of ASBA Account, at the Bidder's sole risk and neither the Syndicate or the Registered Brokers or the Registrar or RTAs/CDPs or the SCSBs nor the Company shall have any responsibility and undertake any liability for the same.
- In addition any person (along with their relatives, associate enterprises and persons acting in concert) whose aggregate of the existing shares held, if any, and the Equity Shares for which the application has been made exceeds 5% of the post-Offer paid up equity share capital of our Company will be required to submit prior approval of the IRDAI along with the Bid cum Application Form, as set out in the section "Offer Procedure - General Instructions" on page 446 of the RHP.
- Bid Lot and Price Band:** Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders, in consultation with the GCBRLMs and the BRLMs, and will be advertised, at least five Working Days prior to the Bid / Offer Opening Date, in all editions of the English national newspaper Financial Express, all editions of the Hindi national newspaper Jansatta, and Mumbai edition of the Marathi newspaper Navshakti (Marathi being the regional language of Maharashtra, where the Registered Office is located), each with wide circulation, in accordance with SEBI Regulations and shall be uploaded on the website of our Company and also shall be made available to the Stock Exchanges for the purpose of uploading on their websites. In case of revision of the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after revision of Price Band subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the changes on the websites of the GCBRLMs and the BRLMs and on the terminals of the Syndicate Members and by intimation to SCSBs, Registered Brokers, CDPs and RTAs.  
**Maximum and Minimum Bid Size:** In case of resident Retail Individual Bidders, bids must be such number of Equity Shares such that the Bid Amount does not exceed ₹ 200,000. Bids at the Cut-Off Price indicate their agreement to purchase the Equity Shares at the Offer Price, as determined at the completion of the Book Building Process. In case of Non-Institutional Bidders and QIB Bidders, the minimum Bid size shall be such number of Equity Shares such that Bid Amount exceeds ₹ 200,000. The maximum Bid by any investor should not exceed the investment limits prescribed for them by applicable laws.
- Please tick Category as applicable to ensure proper upload of Bid in Stock Exchange system.
- Please tick investor status as applicable. Please ensure investor status is updated in your Depository records.
- Total Bid Amount payable must be calculated for the highest of three options, at Bid Price, at the time of the submission of the Bid cum Application Form. **"Cheques/Demand Draft/Cash/stock invest/money orders/postal orders will not be accepted"**. All NRI Bidders bidding on a repatriation basis by using the Non-Resident forms are required to authorise their SCSB to block their NRE/ FCNR/ ASBA Accounts, and all NRI Bidders bidding on a non-repatriation basis by using Resident forms are required to authorise their SCSB to block their Non-Resident Ordinary (NRO) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. The NRI Bidders can obtain the Bid cum Application Form from the Company's Registered Office or from any of the members of the Syndicate or CDPs or RTAs or Registered Brokers from their offices. Bidders to please ensure that your Bank has notified an SCSB Branch in the city where Bid cum Application Form is being submitted.
- Only the First Bidder is required to sign the Bid cum Application Form/ Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of ASBA Account holder is mandatory. If the First Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder (necessary revisions in the Bidders undertaking and institution will be required depending upon the jurisdiction in which the sale of shares is proposed).
- Other Instructions:** a. Bids must be made only in the prescribed Bid cum Application Form. b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the members of the Syndicate, Registered Broker, CDPs, RTAs, and/or SCSBs will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms. c. Ensure that all applicable documents in support of the Bid are attached with the Application Form.
- The Bidders may note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding systems of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid Cum Application Form is liable to be rejected.
- The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act, or any state securities laws in the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered, sold and delivered (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) pursuant to an applicable exemption under the U.S. Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

**Note :** Terms used but not defined herein shall have the meaning assigned to such terms in the RHP. For detailed instructions for filling the various fields of this Bid cum Application Form, please refer to the GID, which is available on the websites of the GCBRLMs and the BRLMs and Stock Exchanges.

TEAR HERE

	COMPANY CONTACT DETAILS	REGISTRAR CONTACT DETAILS
<ul style="list-style-type: none"><li>In case of queries related to Allotment/ credit of Allotted Equity Shares, the Bidders should contact Registrar to the Offer</li><li>In case of Bids submitted to the SCSBs, the Bidders should contact the relevant SCSB</li><li>In case of queries related to upload of Bids submitted to the Syndicate Members/RTAs/Registered Brokers/CDPs, as applicable the Bidders should contact the relevant Designated Intermediary.</li></ul>	<b>ICICI Lombard General Insurance Company Limited</b> <b>Registered Office:</b> ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025. <b>Tel:</b> (91 22) 6196 1100; <b>Fax:</b> (91 22) 6196 1323; <b>Contact Person:</b> Vikas Mehra, Company Secretary and Compliance Officer <b>E-mail:</b> investors@icicilombard.com; <b>Website:</b> https://www.icicilombard.com <b>Corporate Identity Number:</b> U67200MH2000PLC129408 <b>IRDAI Registration Number:</b> 115 <b>Date of Registration:</b> August 3, 2001	<b>Karvy Computershare Private Limited</b> Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 <b>Tel:</b> (91 40) 6716 2222; <b>Fax:</b> (91 40) 2343 1551 <b>E-mail:</b> einward.ris@karvy.com <b>Investor grievance e-mail:</b> icicilombard.ipo@karvy.com <b>Website:</b> www.karisma.karvy.com <b>Contact person:</b> Mr. M. Murali Krishna <b>SEBI registration number:</b> INR000000221

This is an abridged prospectus containing salient features of the Red Herring Prospectus dated September 6, 2017 (the “RHP”).  
You are encouraged to read greater details available in the RHP.

**THIS DOCUMENT CONSISTS OF FOUR PAGES OF APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

You may obtain a physical copy of the Bid cum Application Form and the RHP from Stock Exchanges, Members of the Syndicate, Registered Brokers, Collecting Depository Participants, Registrar to the Offer, Registrar and Share Transfer Agents, Underwriters, Bankers to the Offer and Self Certified Syndicate Banks. You may also download the RHP from the websites of the Securities and Exchange Board of India (the “SEBI”) at [www.sebi.gov.in](http://www.sebi.gov.in), the global co-ordinators and book running lead managers (“GCBRLMs”) at [www.ml-india.com](http://www.ml-india.com), [www.icicisecurities.com](http://www.icicisecurities.com) and [www.iiflcap.com](http://www.iiflcap.com), the book running lead managers (“BRLMs”) at [www.india.clsa.com](http://www.india.clsa.com), [www.edelweissfin.com](http://www.edelweissfin.com) and [www.jmfl.com](http://www.jmfl.com) and National Stock Exchange of India Limited and BSE Limited (collectively the “stock exchanges”) at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com). All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.



## ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED

**Registered Office:** ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025. **Tel:** (91 22) 6196 1100; **Fax:** (91 22) 6196 1323

**Corporate Office:** 15th Floor, Tower B, Peninsula Business Park, Lower Parel, Mumbai 400013; **Tel:** (91 22) 6196 1100; **Fax:** (91 22) 6196 1323

**Contact Person:** Vikas Mehra, Company Secretary and Compliance Officer, **E-mail:** [investors@icicilombard.com](mailto:investors@icicilombard.com); **Website:** <https://www.icicilombard.com>

**Corporate Identity Number:** U67200MH2000PLC129408; **IRDAI Registration Number:** 115, dated August 3, 2001

### OUR PROMOTER : ICICI BANK LIMITED

PUBLIC OFFER OF UP TO 86,247,187 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED (OUR “COMPANY”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE, THROUGH AN OFFER FOR SALE OF UP TO 31,761,478 EQUITY SHARES BY ICICI BANK LIMITED (“ICICI BANK” OR THE “PROMOTER SELLING SHAREHOLDER”) AND UP TO 54,485,709 EQUITY SHARES BY FAL CORPORATION (“FAL” OR THE “INVESTOR SELLING SHAREHOLDER” AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDER, THE “SELLING SHAREHOLDERS”), AGGREGATING UP TO ₹ [●] MILLION (“OFFER”), INCLUDING A RESERVATION OF UP TO 4,312,359 EQUITY SHARES FOR PURCHASE BY ICICI BANK SHAREHOLDERS (AS DEFINED IN “DEFINITIONS AND ABBREVIATIONS”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING UP TO ₹ [●] MILLION (“ICICI BANK SHAREHOLDERS RESERVATION PORTION”). THE OFFER WOULD CONSTITUTE 19.00% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL AND THE NET OFFER SHALL CONSTITUTE 18.05% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

THE FACE VALUE OF THE EQUITY SHARES IS ₹10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS (“GCBRLMs”) AND THE BOOK RUNNING LEAD MANAGERS (“BRLMs”) AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS, ALL EDITIONS OF JANSATTA AND MUMBAI EDITION OF NAVSHAKTI (WHICH ARE ENGLISH, HINDI AND MARATHI NEWSPAPERS, MARATHI, RESPECTIVELY, BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE THE REGISTERED OFFICE OF OUR COMPANY IS LOCATED), EACH WITH WIDE CIRCULATION AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED (“BSE”) AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”) FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITES.

In case of any revision to the price band, the bid/offer period will be extended by at least three additional working days after such revision of the price band, subject to the bid/offer period not exceeding 10 working days. Any revision in the price band and the revised bid/offer period, if applicable, will be widely disseminated by notification to the stock exchanges, by issuing a press release, and also by indicating the change on the websites of the GCBRLMs and the BRLMs and at the terminals of the Syndicate Members and by intimation to Self Certified Syndicate Banks (“SCSBs”), Registered Brokers, Collecting Depository Participants And Registrar and Share Transfer Agents.

### PROCEDURE:

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of the General Information Document (the “GID”) from the GCBRLMs and the BRLMs or download it from the websites of the stock exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), and the websites of the GCBRLMs at [www.ml-india.com](http://www.ml-india.com), [www.icicisecurities.com](http://www.icicisecurities.com) and [www.iiflcap.com](http://www.iiflcap.com), and the BRLMs at [www.india.clsa.com](http://www.india.clsa.com), [www.edelweissfin.com](http://www.edelweissfin.com) and [www.jmfl.com](http://www.jmfl.com)

### ELIGIBILITY FOR THE OFFER – REGULATION 26(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 (“SEBI REGULATIONS 2009”)

Whether the Company is compulsorily required to allot at least 75% of the net Offer to Qualified Institutional Buyers – No

### INDICATIVE TIMELINE

<b>Bid/Offer Opening Date<sup>#</sup></b>	September 15, 2017	<b>Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Account</b>	On or about September 25, 2017
<b>Bid/Offer Closing Date</b>	September 19, 2017	<b>Credit of Equity Shares to demat accounts of Allottees</b>	On or about September 26, 2017
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or about September 22, 2017	<b>Commencement of trading of the Equity Shares on the Stock Exchanges</b>	On or about September 27, 2017

<sup>#</sup> Our Company and the Selling Shareholders may, in consultation with the GCBRLMs and the BRLMs, consider participation by Anchor Investors in accordance with the SEBI Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date

### GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” beginning on page 22 of the RHP and “Internal Risk Factors” on page 7 of this Abridged Prospectus.



PRICE INFORMATION OF PAST ISSUES HANDLED BY THE BRLMS

Issue Name	Name of the Merchant Banker	+/- % change in closing price, +/- % change in closing benchmark]- 30th calendar day from listing	+/- % change in closing price, +/- % change in closing benchmark]- 90th calendar day from listing	+/- % change in closing price, +/- % change in closing benchmark]- 180th calendar day from listing
Inox Wind Limited	DSPML, Edelweiss	+28.54% [-6.68%]	+42.42% [-3.05%]	+11.20% [-7.51%]
Healthcare Global Enterprises Limited	Edelweiss, IIFL <sup>(5) (6)</sup>	-15.30%; [+1.45%]	-19.98%; [+4.65%]	-1.28%; [+12.77%]
Ujjivan Financial Services Limited	IIFL <sup>(5)</sup>	+74.1%, [+4.3%]	+115.4%, [+10.7%]	+98.3%, [+7.2%]
Qess Corp Limited	IIFL <sup>(5)</sup>	+67.9%, [+1.5%]	+94.6%, [+2.8%]	+110.8%, [-2.6%]
Dilip Buildcon Limited	JM Financial, IIFL <sup>(5) (7)</sup>	+5.11% [+3.20%]	+1.53% [-0.57%]	+22.12% [+2.43%]
RBL Bank Limited	I-Sec, IIFL <sup>(5) (8)</sup>	+27.07%, [-2.22%]	+56.98%, [-7.50%]	+107.91%, [+1.26%]
L&T Technology Services Limited	DSPML, JM Financial	-1.09% [-1.39%] <sup>(2)</sup>	-8.54% [-8.72%]	-9.55% [+3.28%]
ICICI Prudential Life Insurance Company Limited	DSPML, I-Sec, Edelweiss, JM Financial, CLSA, IIFL <sup>(5) (9)</sup>	-7.60% [+0.54%]	-11.54% [-6.50%]	+12.31% [+5.28%]
HPL Electric & Power Limited	I-Sec	-14.75%, [-2.91%]	-51.19%, [-6.72%]	-37.77%, [+5.34%]
PNB Housing Finance Limited	DSPML, JM Financial	+11.70% [-4.16%]	+26.92% [+3.58%] <sup>(3)</sup>	+70.50% [+9.28%]
Varun Beverages Limited	CLSA	-7.72%, [-5.17%]	-9.36%, [+3.01%]	+10.60%, [+9.02%]
Sheela Foam Limited	I-Sec, Edelweiss	+30.23%, [-0.31%]	+48.39%, [+8.02%]	+86.65%, [+16.65%]
BSE Limited	Edelweiss	+17.52%; [2.55%]	+24.41%; [+6.53%]	+34.43% [+15.72%]
Music Broadcast Limited	I-Sec	+4.58%, [-0.23%]	+4.19%, [+5.00%]	Not Applicable
Avenue Supermarts Limited <sup>(1)</sup>	I-Sec, Edelweiss, JM Financial	+145.08%, [-0.20%]	+166.35%, [+5.88%] <sup>(4)</sup>	Not Applicable
S Chand And Company Limited	JM Financial	-17.37% [+3.72%]	-25.38% [+8.05%]	Not Applicable
Housing and Urban Development Corporation Limited <sup>(1)(10)</sup>	I-Sec	+13.17%, [+2.44%]	+34.67%, [+4.98%]	Not Applicable
Tejas Networks Limited	Edelweiss	+28.04%; [+5.35%]	Not Applicable	Not Applicable
Central Depository Services (India) Limited <sup>(1)</sup>	Edelweiss	+127.92%; [+5.84%]	Not Applicable	Not Applicable
GTPL Hathway Limited	JM Financial	-10.71% [+4.87%]	Not Applicable	Not Applicable
AU Small Finance Bank Limited <sup>(1)</sup>	I-Sec	+58.76%, [+2.12%]	Not Applicable	Not Applicable
Security and Intelligence Services (India) Limited <sup>(1)</sup>	I-Sec, IIFL <sup>(5)</sup>	Not Applicable	Not Applicable	Not Applicable
Cochin Shipyard Limited <sup>(1)</sup>	Edelweiss, JM Financial	Not Applicable	Not Applicable	Not Applicable

Notes: All data sourced from www.nseindia.com and benchmark index considered as NIFTY; This list includes recent 7 issues (initial public offerings) in current financial year and two preceding financial years which are managed by the GCBRLMs and the BRLMs with common issues disclosed once; 30th, 90th, 180th calendar day from listed day have been taken as listing; For further details, see "Other Regulatory and Statutory Disclosures" beginning on page 411 of the RHP

1. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for a few of the above issues, data for same is not available; 2. For JM Financial the value are -0.85% [-1.57%]. For arriving at the values by JM Financial, trading day immediately preceding the holiday has been considered, in case reporting dates falls on a holiday; 3. For JM Financial the values are +21.28% [+2.87%]. For arriving at the values by JM Financial, trading day immediately preceding the holiday has been considered, in case reporting dates falls on a holiday; 4. For JM Financial the values are +167.59% [+5.11%]. For arriving at the values by JM Financial, trading day immediately preceding the holiday has been considered, in case reporting dates falls on a trading holiday; 5. In case of IIFL, the 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 30, 90 and 180 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered; 6. For IIFL, the values are -15.9% [+3.3%] for 30 days, -17.4% [+7.0%] for 90 days and -1.3% [+14.8%] for 180 days from the listing day; 7. For IIFL, the values are +5.1% [+3.4%] for 30 days, -3.9% [-1.7%] for 90 days and +20.3% [+2.3%] for 180 days from the listing day; 8. For IIFL, the values are +29.4% [-1.5%] for 30 days, +59.8% [-6.9%] for 90 days and +107.9% [+1.7%] for 180 days from the listing day; 9. For IIFL, the values are -7.6% [-1.2%] for 30 days, -11.6% [-8.1%] for 90 days and +11.3% [+4.1%] for 180 days from the listing day; 10. Discount of Rs.2 per equity share offered to retail investors and to Eligible Employees. All calculations are based on Issue Price of Rs. 60.00 per equity share.

Names of Global Co-ordinators and Book Running Lead Manager(s) and contact details (telephone and email id) of each GCBRLM

<b>DSP Merrill Lynch Limited</b> Tel: (91 22) 6632 8000 E-mail: dg.icicilombard_ipo@baml.com Investor Grievance E-mail: dg.india_merchantbanking@baml.com	<b>ICICI Securities Limited*</b> Tel: (91 22) 2288 2460 E-mail: icicilombard.ip@icicisecurities.com Investor Grievance E-mail: customercare@icicisecurities.com	<b>IIFL Holdings Limited*</b> Tel: (91 22) 4646 4600 E-mail: icicilombard.ip@iiflcap.com Investor grievance e-mail: ig.ib@iiflcap.com
--	--	--

Names of Book Running Lead Manager(s) and contact details (telephone and email id) of each BRLM

<b>CLSA India Private Limited</b> Tel: (91 22) 6650 5050 E-mail: icicilombard.ip@citiclsa.com Investor Grievance E-mail: investor.helpdesk@clsa.com	<b>Edelweiss Financial Services Limited</b> Tel: (91 22) 4009 4400 E-mail: icicilombard.ip@edelweissfin.com Investor Grievance E-mail: customerservice.mb@edelweissfin.com	<b>JM Financial Institutional Securities Limited</b> Tel: (91 22) 6630 3030 E-mail: icicilombard.ip@jmfl.com Investor Grievance E-mail: grievance.ibd@jmfl.com
--	---	---

\* In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI Regulations, ICICI Securities Limited and IIFL Holdings Limited will be involved only in marketing of the Offer.

## IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

<b>Names of Syndicate Members</b>	<b>India Infoline Limited, Edelweiss Securities Limited and JM Financial Services Limited</b>
<b>Registrar to the Offer</b>	<b>Karvy Computershare Private Limited; Tel: (91 40)6716 2222; E-mail: einward.ris@karvy.com</b> Investor grievance E-mail: icicilombard.ipo@karvy.com
<b>Name of Statutory (Joint) Auditors</b>	Chaturvedi & Co, Chartered Accountants and PKF Sridhar & Santhanam LLP, Chartered Accountants
<b>Self-Certified Syndicate Banks</b>	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.
<b>Registered Brokers</b>	The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at <a href="http://www.bseindia.com/Static/Markets/PublicIssues/brokercentres.aspx?expandable=3">http://www.bseindia.com/Static/Markets/PublicIssues/brokercentres.aspx?expandable=3</a> and <a href="http://www.nseindia.com/products/content/equities/ipo/ipo_mem_terminal.htm">http://www.nseindia.com/products/content/equities/ipo/ipo_mem_terminal.htm</a> , as updated from time to time.
<b>Details regarding website address(es)/link(s) from which the investor can obtain list of Registrar to Offer and Share Transfer Agents, Depository Participants and stock brokers who can accept applications from investors, as applicable:</b>	The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations and the list of the CDPs eligible as applicable to accept ASBA Forms at the Designated CDP Locations and stock brokers including details such as name and contact details are provided on the websites of Stock Exchanges at <a href="http://www.bseindia.com/Static/Markets/PublicIssues/Rtdp.aspx?expandable=6">http://www.bseindia.com/Static/Markets/PublicIssues/Rtdp.aspx?expandable=6</a> and <a href="http://www.nseindia.com/products/content/equities/ipo/asba_procedures.htm">http://www.nseindia.com/products/content/equities/ipo/asba_procedures.htm</a> , as updated from time to time. For further details, see the section "Offer Procedure" on page 440 of the RHP.

### PROMOTER OF OUR COMPANY

The Promoter of our Company is ICICI Bank. Further, our Company is an "Indian owned and controlled" company under the Insurance Act and applicable regulations. ICICI Bank currently holds 285,605,284 Equity Shares, equivalent to 62.92% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company.

#### Details of our Promoter

**ICICI Bank:** ICICI Bank was incorporated on January 5, 1994 as a public limited company under the Companies Act, 1956 at Vadodara, Gujarat. In 2002, ICICI Limited, a non-bank financial institution, and two of its subsidiaries, ICICI Personal Financial Services Limited and ICICI Capital Services Limited, were amalgamated with ICICI Bank. The registered office of ICICI Bank is located at ICICI Bank Tower, near Chakli Circle, Old Padra Road, Vadodara, 390 007. ICICI Bank is registered with RBI as a banking company. ICICI Bank provides a wide range of banking and financial services including commercial banking and treasury operations. ICICI Bank does not have any identifiable promoters and is a professionally managed company. The equity shares of ICICI Bank are currently listed on BSE and NSE. The American Depository Shares ("ADS") of ICICI Bank are listed on the New York Stock Exchange. There has been no change in control or management of ICICI Bank in the three years preceding the date of the Draft Red Herring Prospectus.

**Details of the five largest Group Companies (based on turnover (other than ICICI Prudential Life Insurance Company Limited, which is a listed entity)):** ICICI Prudential Life Insurance Company Limited, ICICI Prudential Asset Management Company Limited, ICICI Home Finance Company Limited, I-Sec and ICICI Securities Primary Dealership Limited.

### BUSINESS MODEL/ BUSINESS OVERVIEW AND STRATEGY

We were the largest private-sector non-life insurer in India based on gross direct premium income in fiscal 2017, a position we have maintained since fiscal 2004 after being one of the first few private-sector companies to commence operations in the sector in fiscal 2002, according to the CRISIL Report. We offer our customers a comprehensive and well-diversified range of products, including motor, health, crop/weather, fire, personal accident, marine, engineering and liability insurance, through multiple distribution channels. In fiscal 2017, we issued approximately 17.7 million policies and our gross direct premium income was ₹ 107.25 billion, translating into a market share, on a gross direct premium income basis, of 8.4% among all non-life insurers in India and 18.0% among private-sector non-life insurers in India, according to the CRISIL Report. For the three months ended June 30, 2017, we issued approximately 5.2 million policies and our gross direct premium income was ₹ 33.21 billion, translating into a market share, on a gross direct premium income basis, among all non-life insurers in India of 10.0% and among private-sector non-life insurers in India of 20.2%, according to provisional and unaudited figures for non-life insurers released by IRDAI. Our key distribution channels are direct sales, individual agents, bank partners, other corporate agents, brokers, and online, through which we service our individual, corporate and government customers. Our distribution network enables us to reach customers in 618 out of 716 districts across India. We have an established track record of delivering annual returns to shareholders and our return on equity has exceeded 15.6% for each fiscal year since fiscal 2015. Our profit after tax and our return on equity were ₹ 6.42 billion and 17.2%, respectively, in fiscal 2017 and ₹ 2.14 billion and 5.5 % (21.9% on an annualised basis), respectively, for the three months ended June 30, 2017. We have a strong capital position with a solvency ratio of 2.13x as of June 30, 2017 compared to the IRDAI-prescribed control level of 1.50x. We have paid cumulative dividends (exclusive of dividend distribution tax) of ₹ 4.14 billion since fiscal 2015.

**Our Competitive Strengths:** (i) Consistent market leadership and demonstrated growth; (ii) Diverse product line with multi-channel distribution network; (iii) Delivering excellence in customer value; (iv) Robust risk selection and management framework; (v) Focus on investments in technology and innovation; (vi) Strong investment returns on a diversified portfolio; (vii) Superior operating and financial performance and (viii) Experienced senior management team and enabling work culture.

**Our Strategies:** (i) Leverage and enhance market leadership; (ii) Enhance product offerings and distribution channels; (iii) Capture new market opportunities; (iv) Further improve operating and financial performance and (v) Continue to invest in technology and innovation.

### BOARD OF DIRECTORS

S. No.	Name	Designation	Experience including current / past position held in other firms
1	Chanda D. Kochhar	Non-Executive Chairperson (Nominee Director of ICICI Bank)	Associated with our Company since September 1, 2008. She has been the managing director and chief executive officer of ICICI Bank since 2009. Recipient of the Padma Bhushan Award, 2011, the third highest civilian honour awarded by the Government of India
2	Ved Prakash Chaturvedi	Independent Director	Associated with our Company since July 13, 2016. He has experience in building investment management and wealth management businesses both organically and through acquisitions
3	Uday Madhav Chitale	Independent Director	Associated with our Company since April 19, 2016. He has experience in corporate auditing, commercial dispute resolution (mediation/conciliation and arbitration), business negotiations and valuation

# IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

4	Lalita Dileep Gupte	Independent Director	Associated with our Company as an Independent Director since October 18, 2016. She has experience in corporate and retail banking, strategy, resources and international banking and other areas
5	Kannan Narayanan Srinivasa	Nominee Director of ICICI Bank	Associated with our Company since May 1, 2009. He has been with the ICICI Group for over 25 years. Since May 1, 2009, he is an executive director of ICICI Bank.
6	Suresh Muthukrishna Kumar	Independent Director	Associated with our Company since June 1, 2016. He has experience in corporate banking, remedial credit management, treasury and capital markets, asset management and investment banking companies
7	Ashvin Dhirajlal Parekh	Independent Director	Associated with our Company since April 18, 2014. He has experience in business strategies, corporate planning, institutional strengthening and business transformation across industries including banking, insurance, pension and capital markets both in domestic and global markets
8	Bhargav Dasgupta	Managing Director and Chief Executive Officer	Associated with our Company since May 1, 2009 as the Managing Director and Chief Executive Officer. He has experience in project finance and corporate banking, e-commerce and technology management, international banking and life insurance
9	Alok Kumar Agarwal	Executive Director	Associated as an Executive Director with our Company since January 19, 2011. He has experience in the banking and insurance sector
10	Sanjeev Radheyshyam Mantri	Executive Director	Associated with our Company since May 2, 2015. He has experience in strategy, products, analytics, pricing, marketing and corporate communication

## OBJECTS OF THE OFFER

The objects of the Offer are to achieve the benefits of listing the Equity Shares of our Company on the Stock Exchanges and to carry out the sale of up to 86,247,187 Equity Shares by the Selling Shareholders. The listing of the Equity Shares will enhance the "ICICI Lombard" brand name and provide liquidity to the existing shareholders. The listing will also provide a public market for the Equity Shares in India. Our Company will not receive any proceeds from the Offer. The Allotment of Equity Shares to the ICICI Bank Shareholders under the ICICI Bank Shareholders Reservation Portion will not result in an increase, directly or indirectly, in the shareholding of the Promoter in our Company.

### Shareholding Pattern:

S. No.	Particulars	Pre Offer number of Shares	% Holding of Pre Offer
1	Promoter & Promoter Group	285,605,284	62.92
2	Public	168,343,020	37.08
	Total	453,948,304	100.00

### Number of Equity Shares proposed to be sold by Selling Shareholders:

S. No.	Name of the Selling Shareholder	Number of Equity Shares Offered
1	ICICI Bank Limited	31,761,478
2	FAL Corporation	54,485,709
	Total	86,247,187

## RESTATED AUDITED FINANCIALS

₹ (in million, except earnings per share)	For the quarter ended		For the year ended				
	30-Jun-17	30-Jun-16	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
<b>Balance Sheet</b>							
Share capital	4,529.3	4,477.1	4,511.5	4,475.4	4,465.9	4,450.6	4,370.2
Reserve and surplus	34,665.0	28,806.7	32,739.1	27,879.4	24,386.7	19,482.6	14,216.4
Borrowings	4,850.0	-	4,850.0	-	-	-	-
Investments	164,463.5	128,417.6	150,789.0	115,625.2	101,997.2	92,899.9	77,999.6
<b>Policyholders Account</b>							
Premiums earned (Net)	15,337.8	13,931.1	61,577.8	48,263.4	42,340.5	43,522.5	40,123.0
Other Income	3,481.0	2,648.2	10,227.1	9,779.1	8,107.6	6,761.6	4,750.9
Claims Incurred	11,974.7	11,532.9	49,655.7	39,390.6	34,456.0	36,288.9	33,501.7
Operating Profit / (Loss)	1,917.3	1,230.3	6,670.1	4,819.6	5,584.0	4,128.2	3,026.5
<b>Shareholders Account</b>							
Income from investments and Other Income	1,218.0	694.2	3,166.4	2,422.6	1,840.4	1,434.9	1,135.6
Profit before Tax	3,007.6	1,890.1	8,801.2	7,048.0	7,047.3	5,334.4	3,513.7
Profit after Tax	2,143.4	1,291.3	6,418.2	5,053.4	5,853.2	5,200.7	3,527.8
Basic earnings per share (Rs.) (EPS)	4.74	2.88	14.32	11.30	13.14	11.70	8.08
Diluted earnings per share (Rs.) (DPS)	4.73	2.87	14.25	11.23	13.04	11.57	7.98
Combined Ratio (%)	102.38%	103.74%	104.11%	107.07%	104.89%	105.32%	103.67%
Return on net worth (%)	5.47%	3.88%	17.23%	15.62%	20.29%	21.73%	19.94%

Note: EPS, DPS and Return on Net worth for the quarters ended June 30, 2017 and June 30, 2016 are not annualized

**INTERNAL RISK FACTORS**

The below mentioned risks are top ten risk factors as disclosed in the RHP:

1. Our loss reserves are based on estimates as to future claims liabilities and if they prove inadequate, it could lead to further reserve additions and materially adversely affect our results of operations.
2. Catastrophic events, including natural disasters, could materially increase our liabilities for claims by policyholders, result in losses in our investment portfolios, and have a material adverse effect on our business, financial condition and results of operations.
3. We, some of our Directors, our Promoter and certain Group Companies are involved in certain legal and other proceedings.
4. If we do not meet solvency ratio requirements, we could be subject to regulatory actions and could be forced to stop transacting any new business or change our business strategy or slow down our growth.
5. We are involved in insuring assets and other works of the government or participating in government-sponsored insurance programmes and the government or its agencies have in the past and may in the future initiate investigations/enquiries and/or issue prohibitory orders against us, which could materially adversely affect our business, financial condition, results of operations and cash flow.
6. A significant portion of our business comes from working with the government which subjects us to risks which could result in litigation, penalties and sanctions including early termination, suspension and removal from the approved panel of insurers.
7. There are certain risks related to our crop/weather insurance offering that could have a material adverse effect on our business, financial condition, results of operations and prospects.
8. Our business, financial condition, results of operations and prospects may be materially and adversely affected if we are not able to maintain our market position, sustain our growth, develop new products or target new markets.
9. Our reliance on motor vehicle manufacturers and ICICI Bank and other key distribution partners subjects us to a concentration risk, and the termination of, or any adverse change to, our relationships with motor vehicle manufacturers and ICICI Bank and such other key distribution partners, or their performance, may have a material adverse effect on our business, financial condition, results of operations and prospects.
10. Any termination of, or any adverse change to, our ability to attract or retain our agents, both corporate and individual, and key sales employees, could have a material adverse effect on our business, financial condition, results of operations and prospects.

**SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION****A. Total number of outstanding litigations against our Company and amount involved:**

Nature of the Cases	No. of Cases Outstanding	Amount involved (in ₹ Million)
Criminal matters against the company	24	-
Civil Matters	1	223.2
Direct tax matters	5	230.2
Indirect tax matters	18	4,374.5
Action by regulatory/statutory authorities	5	6.5
Writ petitions filed by the company	7	-
Writ petitions filed against the company	72	5.8
Restraining and debarment order	2	145.2
Labour cases	3	20.0
Public Interest Litigation	8	0
Ombudsman Awards	12	0.9
Other matters exceeding Rs.311.0 million	7	8,894.9
FIR filed by the Company	107	-

**A. Brief details of the top five material outstanding litigations against our Company**

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1	Jindal South West Steel Limited ("JSW"), a company engaged in the manufacture of iron and steel was insured by our Company for material risks associated with a plant at Toranagullu. Due to heavy rains at Toranagullu, flood and inundation occurred causing loss of stock of goods lying at the plant and ports which were marked for onward transit to the plant. A claim for insurance recovery was filed which was disputed by our Company, subsequent to which JSW initiated arbitration proceedings claiming an amount of ₹ 2,130.0 million.	Jindal South West Steel Limited	The matter is currently pending in the High Court of Bombay	₹ 2,130.0 million
2	Our Company had issued a professional indemnity technology insurance policy to KPIT Technologies Limited for the period from March 12, 2014 to March 11, 2015 covering claims arising out of professional negligence (breach of contract) of all its subsidiaries spread across the globe. On July 24, 2014, KPIT Technology notified our Company about a litigation filed against Sparta Consulting Inc. ("Sparta"), USA, one of its subsidiaries by Copart Inc. ("Copart"), USA in the Northern District of Texas seeking recovery of damages, inter alia, for breach of contract. The suit got subsequently transferred to the US District Court for Eastern District of California. The said litigation was not informed to the Company at the time of renewal of the policy for the year 2014-2015. The claim was repudiated by us as the litigation between Copart and Sparta was not timely informed to our Company and was kept secret at the time of renewal of the policy.	KPIT Technologies Limited	KPIT Technologies has filed rejoinder and the matter is adjourned to December 11, 2017. The matter is currently pending in NCDRC.	₹ 1,800.0 million in terms of the liability under the 2014-2015 policy and/or ₹ 1357.5 million in terms of the liability under the 2013-2014 policy. Additionally, payment of ₹100.0 million towards mental trauma, agony and harassment.



## IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

3	Metal Scrap Trading Corporation Limited (“MSTC”) had insured its receivables from exports for a total sum of ₹ 2,375.0 million under a credit insurance policy with our Company where Standard Chartered Bank was a joint insured. The foreign buyers engaged in the export of gold defaulted in payment which resulted in MSTC and Standard Chartered Bank filing a joint insurance claim with our Company.	MSTC and Standard Chartered Bank	The matter is currently pending in the High Court of Bombay	Approximately ₹ 1,442.0 million.
4	Our Company had issued a contractor’s all risks insurance policy on April 10, 2006 to M/s. Jaiprakash Associates Limited (“JPAL”) for undertaking the work of tunneling awarded by Government of Andhra Pradesh at a project site. The project site was damaged due to heavy and incessant rains including damage to the tunnel boring machines (“TBMs”). JPAL made an insurance claim before our Company in this regard. Our Company’s surveyors informed JPAL that the existing policy did not any longer cover TBMs as such cover for TBMs expired on September 9, 2009. Aggrieved by the same, JPAL filed a complaint before the National Consumer Disputes Redressal Commission, Delhi.	Jaiprakash Associates Limited	The Commission while dismissing the Complaint <i>vide</i> its order dated December 16, 2016 held that since the loss occurred more than three months after the expiry of the insurance cover, JPAL cannot claim damages in this regard. Being aggrieved by the Order, JPAL filed an appeal before the Supreme Court. The matter is currently pending.	₹ 1,182.6 million along with 18% interest
5	Our Company had issued weather insurance coverage to farmers in certain notified districts of Bihar. Government of Bihar has issued a notification with respect to implementation of Weather Based Crop Insurance Scheme (“WBCIS”) for Kharif crop in 2013 and Rabi crop in 2013-2014. The Government of India for the benefit of the farmers and to compensate loss of agriculture due to adverse weather condition, initiated weather based crop insurance scheme through Department of Agriculture and Cooperation for protection and benefit of farmers. Post receipt of the notification, the installation of automatic weather stations for data collection as specified therein was carried out and the list was submitted to Government of Bihar. However, pursuant to different standards of weather adversity calculations, the Government of Bihar directed our Company to pay more claim than already paid.	Government of Bihar	The matter is currently pending in the High Court of Patna.	₹1,007.4 million

**A. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters/Group companies in last 5 financial years including outstanding action, are as follows:**

Our Promoter, ICICI Bank, and our Group Companies, ICICI Prudential Life Insurance Company Limited, ICICI Home Finance Company Limited, ICICI Prudential Asset Management Company Limited, ICICI Securities Primary Dealership Limited, ICICI Venture Funds Management Company Limited, I-Sec and ICICI Prudential Trust Limited, have received various letters, observations, notices, administrative warnings pursuant to, among other things, inspections carried out by SEBI. Additionally, SEBI at certain instances has taken various actions against the aforementioned entities. These advices, observations, notices, administrative warnings and actions taken are in relation to erroneous compliance of the various regulations which have been notified by SEBI from time to time and are applicable to them and their day to day operations. For further details, see “Outstanding Litigation and Material Developments –Litigation against ICICI Bank - Actions by regulatory / statutory authorities” and “Outstanding Litigation and Material Developments – Action initiated by SEBI against the entities operating in the Securities Market with which Directors are associated” on pages 379 and 401 of the Red Herring Prospectus, respectively.

**B. Litigations against our Promoter**

ICICI Bank is involved in various outstanding criminal proceeding initiated against ICICI Bank which also involve its current directors, where cognizance has been taken by a court in India, including on account of the customers / borrowers of ICICI Bank having made claims against ICICI Bank in relation to the alleged commission of offences under various provisions of the Indian Penal Code. Additionally, in certain instances, present and former employees of ICICI Bank have instituted legal and other proceedings against it alleging irregularities. The majority of these cases arise in the normal course of business. For further details, see “Outstanding Litigation and Material Developments – Litigation against ICICI Bank” beginning on page 375 to page 386 of the Red Herring Prospectus.

### ANY OTHER IMPORTANT INFORMATION AS PER BRLM/ISSUER COMPANY - NIL

#### DECLARATION BY THE COMPANY

We hereby certify and declare that all relevant provisions of the Companies Act and the guidelines / regulations issued by the Government or the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, and IRDAI, established under Section 3 of the IRDA Act, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or the Insurance Act or rules or regulations made thereunder or guidelines issued, as the case may be. We further certify that all the statements in the Red Herring Prospectus are true and correct.

#### DECLARATION BY THE PROMOTER SELLING SHAREHOLDER

The undersigned Promoter Selling Shareholder hereby certifies that all statements made by the Promoter Selling Shareholder in the Red Herring Prospectus about or in relation to itself in connection with the Offer, and the Equity Shares offered by it in the Offer, are true and correct.

#### DECLARATION BY THE INVESTOR SELLING SHAREHOLDER

The undersigned Investor Selling Shareholder hereby certifies that all statements made by the Investor Selling Shareholder in the Red Herring Prospectus about or in relation to itself in connection with the Offer, and the Equity Shares offered by it in the Offer, are true and correct.



**THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK.**

**THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK.**

# IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

## BIDDER'S UNDERTAKING FOR REVISION FORM

I/We (on behalf of joint bidders, if any) confirm that the Acknowledgement slip for my/our bids are enclosed for the revisions which are being requested. I/We agree to be bound by all the terms & conditions mentioned in the Bid cum Application Form submitted earlier by me/us.

I/We (on behalf of joint bidders, if any) authorise you to reject this Bid Revision Form, in case any of the details of my existing Bids as appearing on the electronic book building system do not tally with the details given in this Revision Form.

**If, I/we have applied for 1% or more but less than 5% of the post-Offer paid up equity share capital of our Company, then I/we hereby confirm and certify that I / we are a 'fit and proper person' as set out in the section "Bids by Bidders for 1% or more and less than 5% of the post-Offer paid up equity share capital of our Company" on page 441 of the RHP.**

## INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM

1. Name of sole/ First Bidder should be exactly the same as it appears in the depository records.
2. Please ensure that the Bid Options provided are in the same order as that provided in the Bid Cum Application Form submitted earlier.
3. In case there is no change in the particular Bid Option, please write "NO CHANGE". In case you want to cancel the Bid Option, please write "CANCELLED".
4. Total Amount payable must be calculated for the highest of three options, at Bid Price. Total amount to be paid must be calculated net of total amount paid at the time of submission of Bid Cum Application Form. Bidders, please ensure that your Bank has notified an SCSB Branch in the city where Bid-cum-Application Form is being submitted. **Revision of Bids in case of Revision of Price Band:** In case of an upward revision in the Price Band, Retail Individual Bidders who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹ 200,000 if the Bidder wants to continue to Bid at Cut-off Price), with the members of the Syndicate/Registered Brokers/RTAs/CDPs to whom the original Bid was submitted. In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000/-, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP. If, however, the Bidder does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for, shall be adjusted downwards for the purpose of Allotment, such that no additional amount would be required to be blocked and the Bidder is deemed to have approved such revised Bid at Cut-off Price. (i) In case of a downward revision in the Price Band, announced as above, Retail Individual Bidders, who have bid at Cut-off Price, could either revise their Bid or the excess amount blocked at the time of bidding would be unblocked from the ASBA Account after the Allotment is finalised.
5. Only the First Bidder is required to sign the Bid cum Application Form /Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. If the First Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the ASBA account holder. Signature of the ASBA Account holder is mandatory.
6. **Other Instructions:** a. Revision to Bids must be made only in the prescribed Revision Form, as applicable; b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the Syndicate Member/ SCSBs/Collecting Agents/Registered Brokers/RTAs/CDPs will not be liable for errors in data entry due to incomplete or illegible Revision Forms; c. Ensure that Acknowledgement Slip for your Bid has and any other applicable documents in support of the revision are attached with the Revision Form; and d. Bidders shall only be required to issue instruction to block the revised amount, in excess of their original blocked amount, based on the cap of the revised Price Band upon an upward revision of their Bid.

## OFFER STRUCTURE

Particulars	QIBs <sup>(1)</sup>	Non Institutional Investors	Retail Individual Bidders	ICICI Bank ShareholdersReservation Portion
Number of Equity Shares available for Allotment/ allocation <sup>(2)</sup>	Not more than 40,967,413 Equity Shares	Not less than 12,290,225 Equity Shares or Offer less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation	Not less than 28,677,190 Equity Shares or Offer less allocation to QIB Bidders and Non Institutional Investors shall be available for allocation	Up to 4,312,359 Equity Shares
Percentage of Offer Size available for Allotment/ allocation	Not more than 50% of the Net Offer However at least 5% of the QIB Portion net of the Anchor Investor Portion ("Net QIB Portion") shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5% reservation in the Net QIB Portion will also be eligible for allocation in the remaining QIB Portion. Unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15% of the Net Offer or the Net Offer less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation	Not less than 35% of the Net Offer or Net Offer less allocation to QIB Bidders and Non Institutional Investors shall be available for allocation	Up to 5% of the Offer size
Basis of Allotment/ allocation if respective category is oversubscribed	Proportionate as follows (excluding the Anchor Investor Portion): At least 819,349 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only and 15,567,617 Equity Shares shall be available for allocation on a proportionate basis to all other QIBs, including Mutual Funds receiving allocation as above. Up to 24,580,447 Equity Shares may be allocated on a discretionary basis to Anchor Investors	Proportionate	Proportionate, subject to minimum Bid Lot. For details see, "Offer Procedure – Part B – Section 7: Allotment Procedure and Basis of Allotment – Allotment to RIIs" on page 469.	Proportionate, subject to minimum Bid Lot. For details see, "Offer Procedure – Part B – Section 7: Allotment Procedure and Basis of Allotment – Allotment to ICICI Bank Shareholders" on page 469.
Minimum Bid	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares not exceeding the Offer size, subject to applicable limits	Such number of Equity Shares not exceeding the Offer size, subject to applicable limits	Such number of Equity Shares so that the Bid Amount does not exceed ₹ 200,000	Such number of Equity Shares not exceeding the Offer size, subject to applicable limits
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Mode of Allotment	Compulsorily in dematerialised form			
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of [●] Equity Share			
Trading Lot	One Equity Share			
Who can apply <sup>(3)</sup>	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than Category III Foreign Portfolio Investors, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹ 250 million and pension fund with minimum corpus of ₹ 250 million in accordance with applicable law and National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, societies and trusts, Category III Foreign Portfolio Investors	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)	Individuals and HUFs who are equity shareholders of ICICI Bank, (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines and American Depository Receipt holders of ICICI Bank)
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder that is specified in the ASBA Form at the time of submission of the ASBA Form. <sup>(4)</sup>			

- (1) Our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLMs may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors. For details, see "Offer Procedure" on page 440.
- (2) Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR. The Offer is being made through the Book Building Process wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLMs may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis. 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price.
- (3) In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Further, a Bidder Bidding in the ICICI Bank Shareholders Reservation Portion (subject to the Payment Amount being up to ₹ 200,000) can also Bid under the Net Offer and such Bids will not be treated as multiple Bids. To clarify, an ICICI Bank Shareholder Bidding in the ICICI Bank Shareholders Reservation Portion above ₹ 200,000 would not be allowed to Bid in the Net Offer as such Bids would be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
- (4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms. For details of terms of payment applicable to Anchor Investors, see "Offer Procedure – Part B - Section 7: Allotment Procedure and Basis of Allotment" from page 469. The unsubscribed portion if any, in the ICICI Bank Shareholders Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of under-subscription shall be permitted from the ICICI Bank Shareholders Reservation Portion

Under-subscription, if any, in any category (including ICICI Bank Shareholders Reservation Portion) except the QIB Category, would be met with spill-over from the any other categories or combination of categories at the discretion of our Company and the Selling Shareholders, in consultation with the GCBRLMs and BRLMs and the Designated Stock Exchange.

