

August 9, 2020

General Manager  
Listing Department  
BSE Limited,  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai 400 001

Vice President  
Listing Department  
National Stock Exchange of India Limited  
'Exchange Plaza',  
Bandra-Kurla Complex,  
Bandra (East), Mumbai 400 051

Dear Sir/Madam,

**Subject: Revised consolidated report issued by the Scrutiniser pursuant to Section 108 of the Companies Act, 2013 and rules made thereunder**

This is with reference to our letter dated August 8, 2020, pertaining to the submission of the report issued by the Scrutiniser (Report), on remote e-voting and electronic voting during the 20<sup>th</sup> AGM of the Company.

We submit hereby the "Revised Report", as received from the Scrutiniser.

Further, kindly note that pursuant to the Revised Report as well, all the resolutions are reported to have passed with requisite majority.

Request you to kindly take the same on record.

Thanking you.

Yours sincerely,

**For ICICI Prudential Life Insurance Company Limited**



**Vyoma Manek**  
**Company Secretary**  
**ACS 20384**

**Encl.: As above**

# Mehta & Mehta

201-206 SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK WORLI, MUMBAI-400 018  
TEL +91-22-66119696, E-mail. dipti@mehta-mehta.com, Visit us: www.mehta-mehta.com.

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

To,  
**ICICI Prudential Life Insurance Company Limited ('the Company')**  
**ICICI Prulife Towers 1089, Appasaheb MA,**  
**Prabhadevi, Mumbai 400025**

**Subject: Revised Scrutinizer's Report with change in number of votes cast for  
Resolution no 5**

**Dear Sir/Madam,**

With reference to the above captioned subject please find enclosed herewith the revised Scrutinizer's report for the Annual general meeting (AGM) of the Company held on August 07, 2020 with a change in number of votes assented through remote e-voting from erstwhile 1,31,58,66,485 to revised 1,31,58,66,486.

Accordingly, the consolidated votes (both through remote e-voting and voting at the AGM venue) cast for assent for the said resolution have changed from erstwhile 1,31,60,04,019 to revised 1,31,60,04,020.

Keeping in view the aforesaid the revised report has been enclosed herewith for your kind reference and records.

For Mehta & Mehta  
Company Secretaries

**Atul Mehta**  
Scrutinizer  
FCS No: 5782  
CP No: 2486



Place: Mumbai  
Date: August 08, 2020

Encl: As above

# Mehta & Mehta

## COMPANY SECRETARIES

201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018  
TEL.: +91-22-6611 9696 • E-mail: dipti@mehta-mehta.com • Visit us : www.mehta-mehta.com

### AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

#### Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration) Rules, 2014]

**The Chairman**  
**ICICI Prudential Life Insurance Company Limited**

**20<sup>th</sup> Annual General Meeting ("AGM") of the Members of the ICICI Prudential Life Insurance Company Limited held on Friday, August 7, 2020 at 03.30 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")**

Dear Sir,

I, **Atul Mehta** Practicing Company Secretary and Partner, M/s. Mehta & Mehta, Company Secretaries, appointed by the Board of Directors of the **ICICI Prudential Life Insurance Company Limited** ("the Company") to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA General Circular No.17/2020 dated 13th April, 2020 ("Circular") for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting means at the 20<sup>th</sup> Annual General Meeting ("AGM") of the Company in respect of the Resolutions as set out in the Notice, do hereby submit my report as follows:

1. The Resolutions were transacted through the process of remote e-voting and through electronic voting system at the venue of the AGM. For the purpose of remote e-voting, the Company had engaged the services of National Securities Depository Limited ('NSDL').
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Friday, July 31, 2020. ("cut-off date").
3. The period for remote e-voting commenced on Monday, August 03, 2020 at 9:00 a.m. (IST) and ended on Thursday, August 06, 2020, at 5:00 p.m. (IST). The Remote e-voting module was disabled by of NSDL for voting thereafter.
4. The facility for voting through electronic voting means was made available at the AGM venue for the Members attending the Meeting and who did not cast their vote through remote e-voting.
5. Further, the votes cast through remote e-voting were unblocked in the presence of two witnesses Pratima Vaibhav Sanghvi and Rajesh Krishna Kamble neither of whom are in the employment of the Company.

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6. The report on votes cast through remote e-voting was generated from NSDL e-voting website <https://www.evoting.nsdl.com>.
7. The consolidated results of remote e-voting and voting through electronic voting system at the AGM venue are enclosed as an **Annexure** to this report.

Thanking You,

For **Mehta & Mehta**  
Company Secretaries



**Atul Mehta**  
Scrutinizer  
FCS No: 5782  
CP No: 2486



Place: Mumbai  
Date: August 08, 2020

UDIN: F005782B000562173

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from NSDL e-voting website <https://www.evoting.nsdl.com> in our presence on Friday, August 07, 2020.



**Name** : Pratima Vaibhav Sanghvi  
**Address** : 1603, Shatrunjay Tower,  
Parel East, Mumbai - 400012



**Name** : Rajesh Krishna Kamble  
**Address** : R. No. 24, 22<sup>nd</sup> Transit Camp,  
Marriamma Thorat Nagar, Dr. A  
B Road, Worli, Mumbai - 400018

Counter signed by

**VYOMA VIJAY** Digitally signed by VYOMA  
**MANEK** VJAY MANEK  
Date: 2020.08.09 13:27:13  
+05'30'

**Vyoma Manek.**  
Company Secretary  
Membership No: A20384  
(Person authorized by the Chairman)

**Item No. 1: Ordinary Resolution**

To receive, consider and adopt:

- a. The standalone Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2020, the Balance Sheet as at that date, together with the Reports of the Directors and Auditors.  
b. The consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2020, the Balance Sheet as at that date, together with the Reports of the Auditors.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1778	1311254588	20	31178	1798	1,311,285,766	99.9999%
Votes against the resolution	26	1395	0	0	26	1,395	0.0001%
Invalid votes/Abstained	0	0	0	0	0	0	-

**Item No. 2: Ordinary Resolution**

To appoint a Director in place of Mr. Sandeep Batra (DIN: 03620913), who retires by rotation and, being eligible, offers himself for reappointment.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1633	1300620602	20	137520	1653	1,300,758,122	98.9288%
Votes against the resolution	161	14085119	1	25	162	14,085,144	1.0712%
Invalid votes/Abstained			0	0	0	0	-

**Item No. 3: Ordinary Resolution**

To consider and fix the remuneration of Joint Statutory Auditors

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1729	1316282286	20	31178	1749	1316313464	99.9683%
Votes against the resolution	71	311541	1	106,367	72	417908	0.0317%
Invalid votes/Abstained	0	0	0	0	0	0	-



**Item No. 4: Ordinary Resolution**

To fix the remuneration of Mr. N. S. Kannan (DIN: 00066009), Managing Director &amp; Chief Executive Officer ("MD &amp; CEO")

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1582	1305516683	20	137534	1602	1,30,56,54,217	99.1737%
Votes against the resolution	215	10879146	1	11	216	1,08,79,157	0.8263%
Invalid votes/Abstained	0	0	0	0	0	0	-

**Item No. 5: Ordinary Resolution**

To fix the remuneration of Mr. Puneet Nanda (DIN: 02578795), Wholtime Director, designated as Deputy Managing Director

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1625	1315866486	20	137534	1645	1,31,60,04,020	99.9449%
Votes against the resolution	170	725552	1	11	171	7,25,563	0.0551%
Invalid votes/Abstained	0	0	0	0	0	0	-

**Item No. 6: Special Resolution**

To re-appoint Mr. M. S. Ramachandran Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from June 29, 2021 to June 28, 2026.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1662	1307696668	21	137545	1683	1,30,78,34,213	99.4758%
Votes against the resolution	133	6891914	0	0	133	68,91,914	0.5242%
Invalid votes/Abstained	0	0	0	0	0	0	-



**Item No. 7: Special Resolution**

Continuation of the directorship of Mr. M. S. Ramachandran (DIN: 00943629) after attaining the age of seventy five (75) years, as an Independent Director of the Company, till June 28, 2026 in terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1648	1307694096	21	137545	1669	1,307,831,641	99.4757%
Votes against the resolution	143	6893613	0	0	143	6,893,613	0.5243%
Invalid votes/Abstained	0	0	0	0	0	0	-

