

July 6, 2023

General Manager
Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
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: Addendum to the Notice of the 23rd Annual General Meeting (AGM) and the Annual Report of the Company for FY2023

This is in continuation to the letter dated June 10, 2023 and July 3, 2023 wherein the Company had informed that the 23rd AGM of the Company will be held on Friday, July 28, 2023, at 3.00 p.m. IST, through Videoconference/Other Audio-Visual Means (VC/OAVM), in compliance with the applicable provisions of the Companies Act, 2013, rules framed thereunder and the General Circular dated December 28, 2022 issued by Ministry of Corporate Affairs and Circular dated January 5, 2023 issued by Securities and Exchange Board of India read with earlier Circular(s) issued in this regard by the respective Authorities.

Subsequent to the issuance of the Notice of the Annual General Meeting, pursuant to regulatory and business developments as mentioned in the Explanatory Statement annexed hereto, an Addendum to the the Notice of the 23rd AGM of the Company shall be circulated to the Members of the Company.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Addendum to the Notice of the 23rd AGM of the Company.

The Addendum has been uploaded on the website of the Company at About us> Shareholder Information> Notices> AGMs> Addendum to the AGM Notice FY 2023, please [click here](#)

The key information pertaining to the 23rd AGM of the Company and the brief details of the businesses to be transacted thereat, are enclosed as **Annexure 1**.

You are requested to take note of the same.

Thanking you,

Yours sincerely,

For ICICI Prudential Life Insurance Company Limited

Sonali Chandak
Company Secretary
ACS 18108
Encl.: As above

CC: Axis Trustee Services Limited

ICICI Prudential Life Insurance Company Limited

1st and 2nd Floor, Cnergy IT Park, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025.

Regd. Office : ICICI PruLife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025, India. Visit us at www.iciciprulife.com

Phone: +91 22 5039 1600, Fax: +91 22 2422 4484, Email: corporate@iciciprulife.com

CIN : L66010MH2000PLC127837

Annexure 1

A) Key information pertaining to Twenty-Third AGM of the Company is as below:

Particulars	Details
Day, Date and Time of AGM	Friday, July 28, 2023 at 3:00 p.m. IST
Mode	VC/OAVM
Cut-off date for eligibility to receive dividend (i.e. those who are the Shareholders of the Company as on this date)	Thursday, July 13, 2023
Final Dividend payment date, if approved at the AGM	Within prescribed timelines
Cut-off date for e-Voting	Friday, July 21, 2023
Remote e-Voting start time and date	9:00 a.m. IST on Tuesday, July 25, 2023
Remote e-Voting end time and date	5:00 p.m. IST on Thursday, July 27, 2023
e-Voting website of NSDL	https://www.evoting.nsdl.com/
NSDL Helpline Number for VC/OAVM participation	022 - 4886 7000 and 022 - 2499 7000

B) Brief details of the businesses to be transacted at the Twenty-Third AGM of the Company through remote e-voting and e-voting during the AGM:

Sr. No.	Resolutions	Type of Resolution
ORDINARY BUSINESS		
1.	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, 2023, 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, 2023, the Balance Sheet as at that date, together with the Report of the Auditors.	Ordinary
2.	To declare dividend of ₹ 0.60 per equity share of the Company for the financial year ended March 31, 2023.	Ordinary
3.	To appoint a Director in place of Mr. Anup Bagchi (DIN: 00105962), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
4.	To approve remuneration of Walker Chandiook & Co. LLP, Chartered Accountants and B S R & Co. LLP, Chartered Accountants, Joint Statutory Auditors of the Company for FY2024.	Ordinary

SPECIAL BUSINESS		
5.	Appointment of Mr. Anuj Bhargava (DIN: 02647635) as a Non-Executive Director of the Company.	Ordinary
6.	Appointment of Mr. Anup Bagchi (DIN: 00105962) as Executive Director and Chief Operating Officer of the Company with effect from May 1, 2023 and Managing Director and Chief Executive Director of the Company with effect from June 19, 2023 and the remuneration payable to him with effect from May 1, 2023.	Ordinary
7.	Approval of the remuneration of Mr. N. S. Kannan (DIN: 00066009), Managing Director and CEO with effect from April 1, 2023.	Ordinary
8.	Revision in the quantum of profit related commission payable to the Chairperson designated in the category of Non-Executive, Independent Director of the Company.	Ordinary
9.	Approval of related party transactions pertaining to the purchase and/or sale of securities issued by related/non-related entities in primary/secondary market.	Ordinary
10.	Approval of related party transactions with ICICI Bank Limited.	Ordinary
11.	Re-appointment of Ms. Vibha Paul Rishi (DIN: 05180796) as an Independent Director for a second term of five consecutive years.	Special
12.	Alteration of the Articles of Association of the Company.	Special
13.	Approval of the 'ICICI Prudential Life Insurance Company Limited Employees Stock Unit Scheme - 2023'.	Special
14.	Approval for grant of employee stock units to the employees of unlisted wholly-owned Subsidiary of the Company under 'ICICI Prudential Life Insurance Company Limited Employees Stock Unit Scheme – 2023.	Special
15.	Setting up International Financial Services Centre ("IFSC") Insurance Office ("IO") a branch at Gujarat International Finance Tec-City (GIFT), IFSC	Ordinary

ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
CIN: L66010MH2000PLC127837

Regd. Office: 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, India
Tel: 022 5039 1600; **Fax:** 022 2422 4484
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ADDENDUM TO THE NOTICE OF THE 23RD ANNUAL GENERAL MEETING

ICICI Prudential Life Insurance Company Limited (the Company) had issued a Notice on July 3, 2023, (the Notice of the AGM) for convening of the 23rd Annual General Meeting of the Members of the Company on Friday, July 28, 2023, at 3.00 p.m. through Videoconference (VC)/ Other Audio-Visual Means (OAVM).

Subsequent to the issuance of the Notice of the AGM, pursuant to regulatory and business developments as mentioned in the Explanatory Statement annexed hereto, an Addendum to the Notice of the AGM is now being circulated to the Members of the Company with the following item added as Item No. 15 of the Special Business specified in the Notice of the AGM. This Addendum shall form an integral part of the Notice of the AGM and can be accessed on the website of the Company.

All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing AGM in the Notice of AGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this Addendum. Furthermore, the Scrutiniser appointed for the 23rd AGM shall act as a Scrutinizer for the resolution proposed in this Addendum to the Notice of the AGM.

SPECIAL BUSINESS

15. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for setting up of International Financial Services Centre ("IFSC") Insurance Office ("IIO"), a branch at Gujarat International Finance Tec-City (GIFT), IFSC.

RESOLVED THAT pursuant to the provisions of Insurance Regulatory and Development Authority of India (IRDAI) (Places of Business) Regulations, 2015, as amended from time to time, applicable provisions of International Financial Services Centres Authority (Registration of Insurance Business) Regulations, 2021 and any other applicable laws, consent of the Members be and is hereby accorded for setting up and supporting the operations of International Financial Services Centre ("IFSC") Insurance Office ("IIO") at Gujarat International Finance Tec-City (GIFT), IFSC, classified as foreign branch office.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and / or the Company Secretary of the Company, be and is / are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient, or desirable for giving effect to the foregoing resolution.

By Order of the Board

Sonali Chandak
Company Secretary
ACS 18108

Mumbai
July 6, 2023

Registered Office:
1089, Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
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EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 15

The Board of Directors at their meeting held on January 17, 2023 had approved setting up of an International Financial Services Centre (IFSC) Insurance Office (IO) to undertake permitted insurance and inward re-insurance activities, at Gujarat International Finance Tec-City (GIFT City).

Pursuant to the applicable provisions of IFSCA (Registration of Insurance Business) Regulations, 2021, the Company had applied to Insurance Regulatory and Development Authority of India (IRDAI). In accordance with the directions provided by IRDAI, the Company is required to submit an application under IRDAI (Places of Business) Regulations, 2015 for setting up a branch in GIFT City as foreign branch. Further, as per Regulation 30(c) of the IRDAI (Places of Business Regulations), 2015, if the Insurer is widely held, approval of the shareholders is also required for supporting the operations of the foreign branch office.

In view of the above, the approval of the members is being sought for the setting up of International Financial Services Centre ("IFSC") Insurance Office ("IO"), a branch at Gujarat International Finance Tec-City (GIFT), IFSC, classified as foreign branch office.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

Your Directors recommend the ordinary resolution at Item No. 15 for your approval.

Mumbai
July 6, 2023

By Order of the Board

Sonali Chandak
Company Secretary
ACS 18108

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