

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
www.iciciprulife.com; csiciprulife@iciciprulife.com

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

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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
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