

April 22, 2024

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: Declaration of results of postal ballot along with report issued by the Scrutinizer**

This is with reference to our earlier letter dated March 21, 2024, with respect to Postal Ballot Notice dated March 15, 2024. The approval of the shareholders of the Company was sought through postal ballot to transact the Special business, pertaining to appointment of Mr. Naved Masood as a Non-Executive Independent Director of the Company, by way of a Special Resolution.

Further, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that the above-mentioned Special Resolution has been passed by the shareholders, with requisite majority, and the same is deemed to have been passed on the last date specified for remote e-voting i.e. April 20, 2024.

Please find enclosed herewith, the e-voting results along with the Scrutinizer's report.

The same shall also be made available on the Company's website at [www.icicprulife.com](http://www.icicprulife.com).

This is for your information and records.

Thanking you,

Yours sincerely,

**For ICICI Prudential Life Insurance Company Limited**

**M. S. Ramachandran**  
Chairman  
DIN: 00943629

**Encl.: As above**

Cc: Axis Trustee Services Limited, Debenture Trustee

**ICICI Prudential Life Insurance Company Limited**

1<sup>st</sup> and 2<sup>nd</sup> 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.icicprulife.com](http://www.icicprulife.com)

Phone: +91 22 5039 1600, Fax: +91 22 2422 4484, Email: [corporate@icicprulife.com](mailto:corporate@icicprulife.com)

CIN : L66010MH2000PLC127837

	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
<b>Date of the AGM/EGM</b>	20-04-2024
<b>Total number of shareholders on record date</b>	350261
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	0
<b>Public:</b>	0
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Naved Masood (DIN: 02126497) as an Non-Executive Independent Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,05,51,22,783	1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,05,51,22,783</b>	<b>100.0000</b>	<b>1,05,51,22,783</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	30,95,88,218	25,30,37,925	81.7337	25,26,75,387	3,62,538	99.8567	0.1432	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>25,30,37,925</b>	<b>81.7337</b>	<b>25,26,75,387</b>	<b>3,62,538</b>	<b>99.8567</b>	<b>0.1432</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	7,56,80,880	62,17,641	8.2156	61,56,670	60,971	99.0193	0.9806	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>62,17,641</b>	<b>8.2156</b>	<b>61,56,670</b>	<b>60,971</b>	<b>99.0193</b>	<b>0.9806</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>1,44,03,91,881</b>	<b>1,31,43,78,349</b>	<b>91.2514</b>	<b>1,31,39,54,840</b>	<b>4,23,509</b>	<b>99.9678</b>	<b>0.0322</b>	<b>0</b>	<b>0</b>

**SCRUTINIZER'S REPORT**

**ON**

**THE REMOTE E-VOTING IN RESPECT OF PASSING  
RESOLUTION CONTAINED IN THE POSTAL BALLOT**

**NOTICE DATED MARCH 15, 2024 OF**

**ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED**

# Alwyn D'Souza & Co.

Company Secretaries

[Firm Registration No: S2003MH061200] [Peer Review Certificate No.683/2020]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,  
Mira Road (East), Thane-401107; Tel: 022-79629822; Mob: 09820465195;

E-mail: [alwyn@alwynjay.com](mailto:alwyn@alwynjay.com) ;Website : [www.alwynjay.com](http://www.alwynjay.com)

## SCRUTINIZER'S REPORT

To

The Chairman

**ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED**

1089, Appasaheb Marathe Marg, Prabhadevi,

Mumbai - 400 025, India

**Scrutinizer's Report on remote e-voting in respect of passing resolution contained in the Postal Ballot Notice dated March 15, 2024.**

Dear Sir,

**SUB: SCRUTINIZER'S REPORT**

I, **Alwyn D'Souza**, proprietor of **Alwyn D'Souza & Co**, Company Secretaries appointed as Scrutinizer by the Board of Directors of **ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED** for the purpose of scrutinizing the Postal Ballot process for seeking approval of its Members through Postal Ballot only by way of voting through electronic means (remote e-voting) on the resolution as specified in the Postal Ballot Notice dated March 15, 2024.

I have carried out the work as Scrutinizer from the close of the remote e-voting period i.e., 5:00 PM IST on Saturday, April 20, 2024.

The Management of the Company is responsible to ensure compliance with the requirements of relevant provisions of the Companies Act, 2013 and Rules made thereunder and various circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot through voting by electronic means.

My responsibility as the scrutinizer is restricted to prepare a report of the votes cast in favour/against on the resolution contained in the Postal Ballot Notice dated March 15, 2024 based on the reports generated from the e-voting system provided by the

National Securities Depository Limited (“NSDL”), the authorised agency to provide remote e-voting facilities, engaged by the Company for the purpose.

I submit my report as under:

1. The Postal Ballot is held in compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (Rules), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), General Circular No. 09/2023 dated September 25, 2023, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020 and General No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, Government of India (MCA Circulars), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for seeking consent/approval through Postal Ballot only by way of voting through electronic means (remote-voting) on the resolution as set out hereunder.
2. The Company has on March 21, 2024 sent Postal Ballot Notice through electronic mode to the Members whose e-mail ids were registered with the Company, Share Transfer Agents (STA), Central Depository Services (India) Limited (“CDSL”)/ National Securities Depository Limited (“NSDL”) as on Friday, March 15, 2024 i.e. the cut-off date. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for the Postal Ballot in accordance with the relaxations provided in this regard under the MCA Circulars.
3. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in ‘Financial Express, All India editions’, (‘English Newspaper’) and Loksatta, Mumbai edition’ (‘Marathi Newspaper’) on March 20, 2024 informing about the proposal of passing the resolution through postal ballot and encouraging the shareholders to update their email id and related details to receive the postal ballot notice. An advertisement was also published on March 22, 2024 informing about the completion of dispatch of Postal Ballot notice, to the Members along with other related matters mentioned therein.

4. The Remote e-voting facility was provided by National Securities Depository Limited "NSDL". The Postal Ballot remote e-voting period commenced on Friday, March 22, 2024 (9:00 AM IST) and ended on Saturday, April 20, 2024 (5:00 PM IST).
5. After the time fixed for closing of the e-voting, the votes were unblocked on Saturday, April 20, 2024 at 5.00 PM IST in the presence of two witnesses (named at the end of this report) who are not in the employment of the Company, on the e-voting portal of ('NSDL') i.e., <https://www.evoting.nsdl.com/> and a final electronic report was generated by me. The data generated was diligently scrutinized.
6. The data for the purpose of verification of the number of shareholders eligible to vote was taken as of Friday, March 15, 2024 which was the relevant date (cut-off date), fixed for determining voting rights of the Members entitled to participate in the voting process.
7. This report is based on vote cast through e-voting, which was downloaded from the NSDL portal i.e., <https://www.evoting.nsdl.com/>
8. The results of the remote e-voting in respect to the resolution contained in the Postal Ballot Notice dated March 15, 2024 is as under:

#### **RESOLUTION NO. 1: SPECIAL RESOLUTION**

#### **Appointment of Mr. Naved Masood (DIN: 02126497) as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years commencing from March 7, 2024 to March 6, 2029:**

*"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Naved Masood (DIN: 02126497), who was appointed as an Additional (Independent) Director by the Board of Directors effective March 7, 2024 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years commencing from March 7, 2024 to March 6, 2029.*

***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."*

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>3092</b>	<b>1313954840</b>	<b>99.97</b>

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>403</b>	<b>423509</b>	<b>0.03</b>

(iii) **Invalid** votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
<b>NIL</b>	<b>NIL</b>

Based on the foregoing, I hereby confirm that the above Resolution was passed **with** requisite majority.

The relevant records relating to the e-voting shall remain in my safe custody and will be handed over to the Company Secretary for preserving safely after the consideration of above results and once the Chairman approves and sign the Minutes.

For **Alwyn D'Souza & Co.**  
Company Secretaries



**Alwyn D'Souza**  
Proprietor  
FCS No.5559, CP No.5137  
[UDIN: F005559F000207200]

Place: Mumbai  
Date: April 22, 2024

We the undersigned witnesseth that the votes were unblocked from the e-voting portal of the National Securities Depository Limited ('NSDL') i.e., <https://www.evoting.nsdl.com/> in our presence at 5.00 PM IST on April 20, 2024.



**Edlon Dsouza**  
B/508, Shree Girnar Tower CHSL  
Saibaba Nagar,  
Mira Road East,  
Thane 401107



**Krishnakant Adagale**  
Row House No.18,  
Mansi Row Co.op Hsg Soc Ltd  
Kashigaon, Mira Road East,  
Thane 401107

Countersigned by:  
For **ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED**

Mr. M. S. Ramachandran  
Chairman  
DIN: 00943629



Place: Mumbai  
Date : April 22, 2024