

July 29, 2023

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: Summary of proceedings of the Annual General Meeting, declaration of voting results and consolidated report issued by the Scrutiniser

The 23rd Annual General Meeting ("AGM") of ICICI Prudential Life Insurance Company Limited ("the Company") was held on Friday, July 28, 2023, at 3.00 p.m. (IST), through Video Conference (VC) / Other Audio-Visual Means (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.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and the MCA Circulars, the Company had provided an opportunity to all its members to exercise their voting rights through electronic voting ("remote e-voting") for the items of business to be transacted at the AGM. The remote e-voting facility was provided to all the members of the Company holding shares as on Friday, July 21, 2023, being the cut-off date, through National Securities Depository Limited ("NSDL"). The remote e-voting commenced at 9:00 a.m. (IST) on Tuesday, July 25, 2023, and ended at 5:00 p.m. (IST) on Thursday, July 27, 2023. To facilitate the members who could not cast their vote/s upto July 27, 2023, the Company had provided an additional window of 30 minutes at the AGM for electronic voting.

We enclose herewith the following disclosures:

1. Summary of proceedings of the AGM pursuant to Regulation 30 read with Schedule III of SEBI-LODR.
2. Voting results in the format prescribed under Regulation 44 of SEBI-LODR (as provided by the agency which has extended the e-voting facility i.e., NSDL).
3. Consolidated report of the Scrutiniser on remote e-voting and electronic voting during the AGM pursuant to Section 108 of the Companies Act, 2013 and rules made thereunder.

ICICI Prudential Life Insurance Company Limited

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

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

CIN : L66010MH2000PLC127837

Thanking you,

Yours sincerely,

For ICICI Prudential Life Insurance Company Limited

**Sonali Chandak
Company Secretary
ACS 18108**

Encl.: As above

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Summary of proceedings of 23rd Annual General Meeting of ICICI Prudential Life Insurance Company Limited

The 23rd Annual General Meeting ('AGM' or 'Meeting') of the members of ICICI Prudential Life Insurance Company Limited (the Company) was held on Friday, July 28, 2023, at 3:00 p.m. (IST) through Video Conference ('VC')/ Other Audio-Visual Means ('OAVM'). The Meeting was conducted 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, 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).

Mr. M. S. Ramachandran, Chairman of the Company, chaired the Meeting.

The Meeting was attended by 95 members (including through authorised representatives).

All the Directors, as listed below, attended the Meeting:

1. Mr. M. S. Ramachandran, Chairman of the Company, who is a non-executive Independent Director participated in the Meeting from Mumbai (India).
2. Mr. Dilip Karnik, non-executive Independent Director and Chairman of Board Nomination & Remuneration Committee participated in the Meeting from Pune (India).
3. Mr. R. K. Nair, non-executive Independent Director and Chairman of Board Audit Committee, participated in the Meeting from Kochi (India).
4. Mr. Dileep Choksi, non-executive Independent Director and Chairman of Stakeholders Relationship Committee, participated in the Meeting from Mumbai (India).
5. Ms. Vibha Paul Rishi, non-executive Independent Director, participated in the Meeting from San Francisco (United States of America).
6. Mr. Sandeep Batra, non-executive Director nominated by ICICI Bank Limited, participated in the Meeting from Mumbai (India).
7. Mr. Anuj Bhargava, non-executive Director nominated by ICICI Bank Limited, participated in the Meeting from Mumbai (India).
8. Mr. Benjamin Bulmer, non-executive Director nominated by Prudential Corporation Holdings Limited, participated in the Meeting from Hongkong.
9. Mr. Anup Bagchi, Managing Director & CEO, participated in the Meeting from the Company's office in Mumbai (India).

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In addition to the Directors of the Company, the management team of the Company consisting of Mr. Judhajit Das - Chief Human Resources, Mr. Amit Palta - Chief Distribution Officer, Mr. Deepak Kinger – Chief Risk & Compliance Officer, Mr. Manish Kumar – Chief Investment Officer, Mr. Souvik Jash – Appointed Actuary, Mr. Dhiren Salian – Chief Financial Officer and Ms. Sonali Chandak - Company Secretary, were in attendance, from Mumbai (India).

Mr. Sudhir Pillai, Partner - Walker Chandiook Co. LLP and Mr. Kapil Goenka, Partner – B S R & Co. LLP, the joint statutory auditors of the Company and Mr. Vaibhav Dandawate, authorised representative of M/s. Makarand M. Joshi & Co., Company Secretaries, the Secretarial auditor of the Company and Mr. Alwyn D'souza, Scrutiniser for the e-voting process also attended the Meeting from Mumbai (India).

Ms. Sonali Chandak, Company Secretary, welcomed the members attending the 23rd AGM through VC/OAVM and apprised them that for smooth conduct of the Meeting, lines of only those members who have registered themselves to share their views/ask questions, would be unmuted. Further, the members were requested to join the Meeting through devices such as laptops or desktops for better experience and have stable Wi-Fi or LAN connection to avoid any kind of technical disturbances. Further, the members were informed that the transcript of the Meeting shall be made available on the website of the Company as soon as possible after the conclusion of the Meeting. The members were further informed that the sufficient members were present to constitute the quorum and the same was confirmed by Mr. Tejas Chaturvedi, representative of National Securities Depository Limited.

After the above announcement, Ms. Sonali Chandak handed over the proceedings of the Meeting to Mr. M. S. Ramachandran, Chairman. Mr. Ramachandran welcomed the participants at the Meeting, on behalf of the Board of Directors, and expressed his sincere thanks to all the shareholders for showing their confidence in the Company. The Chairman informed that the Company has convened this Annual General Meeting through videoconference in compliance with the circulars and directives issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Chairman affirmed that all efforts feasible had been made by the Company to ensure effective participation by the members of the Company and voting on the items set out in the Notice and Addendum convening the 23rd AGM (“Notice of AGM and Addendum thereto”).

The requisite quorum as per the Companies Act, 2013 (CA2013) being present, the Chairman declared the Meeting as validly convened and welcomed the members attending the Meeting. The Chairman thereafter introduced all the Directors, the management team and the Auditors and informed that the certificate obtained from the secretarial auditor (Makarand M. Joshi & Co.) of the Company under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the statutory registers and other relevant documents referred to in the Notice of the AGM and the explanatory statement were available with the Company and could be inspected by the

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members till the conclusion of the Meeting. The Chairman further expressed his gratitude towards Mr. N.S. Kannan for his stellar contribution to the Company over the years.

The Chairman informed that the Notice of the AGM dated June 10, 2023 and Addendum dated July 6, 2023, was e-mailed to the members and a public notice to this effect was published in the newspapers. With the consent of the members present, the Notice of the AGM and Addendum thereto was taken as read.

The Chairman further informed the members that the Auditors' Report on the financial statements of the Company, for the year ended March 31, 2023, did not have any qualifications. In view of the same, in accordance with the Companies Act, 2013, there was no need to read the Auditors' Report.

The Chairman informed the members that pursuant to CA2013 read with relevant Rules, the Company had provided an opportunity to all its members to exercise their voting rights through electronic voting (remote e-voting) for the items of business to be transacted at the Meeting. The remote e-voting facility was provided to all the members of the Company holding shares as on Friday, July 21, 2023, being the cut-off date, through National Securities Depository Limited. The remote e-voting commenced at 9:00 a.m. IST on Tuesday, July 25, 2023 and ended at 5:00 p.m. IST on Thursday, July 27, 2023.

Further, the Chairman informed the members, that to facilitate those who could not cast their vote through remote e-voting, the Company had extended the facility to cast their votes through the electronic voting system during the last 30 minutes after the conclusion of the Meeting.

The members were informed that Mr. Alwyn D'souza, representing Alwyn D'souza & Co, Practicing Company Secretary was the scrutinizer for the remote e-voting process as well as for the electronic voting being provided at the Meeting.

The Chairman requested the Moderator to call out the names of respective speaker shareholders, to give their suggestions, seek clarifications and ask questions, if any, on the agenda items set out in the Notice and Addendum thereto. The Moderator then called out the names of respective speaker shareholders. The members shared their views and sought information regarding certain aspects of operations of the Company. It was observed that some registered speaker shareholders were not clearly audible, and a few shared their views/sought comments through the chat-box available for the members.

The Moderator then handed over the proceedings of the Meeting to Mr. M. S. Ramachandran, Chairman.

The Chairman announced that the MD & CEO will answer all the questions of the shareholders after the Audio-Visual presentation. Thereafter, the audio-visual presentation was screened, showcasing the transition of the Company over last four years.

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The Chairman thereafter requested Mr. Anup Bagchi, Managing Director & CEO to respond to the questions/ suggestions of the members. Mr. Anup Bagchi gave a detailed response to all the questions raised at the meeting.

Thereafter, the Chairman authorised the Chief Financial Officer and the Company Secretary severally to declare the results of the remote e-voting as well as for the electronic voting done at the Meeting, by announcing the results within forty eight working hours to the stock exchanges as well as by disseminating the results on the website of the Company along with the Scrutiniser's report and informed the members that the same would be duly recorded as part of the proceedings of the AGM. The Chairman then thanked the members for their support and announced that the electronic voting facility shall be kept open for 30 minutes.

After 30 minutes, Ms. Sonali Chandak, announced that the time to cast the votes was elapsed and accordingly the electronic voting system was disabled and thanked the members for their participation. The meeting concluded at 4:57 P.M. (IST) after being open for 30 minutes for e-voting to be completed.

The following items of business were transacted through remote e-voting and through electronic voting system during the Meeting:

Ordinary Business:

1. To adopt the standalone and consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2023, and the Balance Sheet as at that date, together with the Reports of the Directors and Auditors. (Ordinary Resolution).
2. To declare final dividend of ₹ 0.60 per equity share of face value of ₹ 10 each. (Ordinary Resolution).
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 Resolution).
4. To approve the remuneration of Walker Chandiook & Co. LLP and B S R & Co. LLP, the joint statutory auditors of the Company in connection with the audit of the accounts of the Company for the financial year 2023-24. (Ordinary Resolution).

Special Business:

5. To appoint Mr. Anuj Bhargava (DIN: 02647635) as a Non-Executive Director of the Company. (Ordinary Resolution).
6. To appoint Mr. Anup Bagchi as Executive Director and Chief Operating Officer of the Company with effect from May 1, 2023 and Managing Director and Chief Executive

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Director of the Company with effect from June 19, 2023 and the remuneration payable to him with effect from May 1, 2023. (Ordinary Resolution).

7. To approve the remuneration payable to Mr. N. S. Kannan, former Managing Director & CEO, for the period from April 1, 2023 to June 18, 2023. (Ordinary Resolution).
8. To approve 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 Resolution).
9. To approve related party transactions pertaining to the purchase and/ or sale of securities issued by related/non related entities in primary/secondary market. (Ordinary Resolution).
10. To approve related party transactions with ICICI Bank Limited. (Ordinary Resolution).
11. To re-appoint Ms. Vibha Paul Rishi (DIN: 05180796) as an Independent Director for a second term of five consecutive years. (Special Resolution).
12. To approve alteration of the Articles of Association of the Company. (Special Resolution).
13. To approve the 'ICICI Prudential Life Insurance Company Limited Employees Stock Unit Scheme - 2023'. (Special Resolution).
14. To approve 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 Resolution).
15. To approve setting up of International Financial Services Centre Insurance Office, a branch at Gujarat International Finance Tec-City (GIFT), IFSC. (Ordinary Resolution).

Based on the consolidated Scrutiniser's report dated July 29, 2023, it is understood that all the resolutions as set out in the Notice of AGM and Addendum thereto were passed by the members with a large majority.

The above is for your kind information and records.

For ICICI Prudential Life Insurance Company Limited

Sonali Chandak
Company Secretary
ACS 18108

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	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
Date of the AGM/EGM	28-07-2023
Total number of shareholders on record date	366161
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	93

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - 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.									
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	1,055,123,342	1,055,122,783	99.9999	1,055,122,783	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
	Total		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	308,075,510	214,376,216	69.5856	214,109,043	267,173	99.8753	0.1246	0	0
	Poll		157,000	0.0510	157,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		214,533,216	69.6366	214,266,043	267,173	99.8755	0.1245	0	0
Public- Non Institutions	E-Voting	75,690,934	5,112,257	6.7541	5,111,340	917	99.9820	0.0179	0	0
	Poll		63,267	0.0836	63,267	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,175,524	6.8377	5,174,607	917	99.9823	0.0177	0	0
Total		1,438,889,786	1,274,831,523	88.5983	1,274,563,433	268,090	99.9790	0.0210	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend on equity shares.									
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	1,055,123,342	1,055,122,783	99.9999	1,055,122,783	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
	Total		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	308,075,510	218,255,655	70.8449	218,255,655	0	100.0000	0.0000	0	0
	Poll		157,000	0.0510	157,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		218,412,655	70.8959	218,412,655	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	75,690,934	5,111,552	6.7532	5,110,906	646	99.9873	0.0126	0	0
	Poll		63,267	0.0836	63,267	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,174,819	6.8368	5,174,173	646	99.9875	0.0125	0	0
Total	1,438,889,786	1,278,710,257	88.8678	1,278,709,611	646	99.9999	0.0001	0	0	

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Anup Bagchi (DIN: 00105962), who retires by rotation and being eligible, offers himself for re-appointment.									
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	1,055,123,342	1,055,122,783	99.9999	1,055,122,783	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
	Total		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	308,075,510	218,255,655	70.8449	215,675,681	2,579,974	98.8179	1.1820	0	0
	Poll		157,000	0.0510	157,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		218,412,655	70.8959	215,832,681	2,579,974	98.8188	1.1812	0	0
Public- Non Institutions	E-Voting	75,690,934	5,111,047	6.7525	5,109,394	1,653	99.9676	0.0323	0	0
	Poll		63,267	0.0836	63,267	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,174,314	6.8361	5,172,661	1,653	99.9681	0.0319	0	0
Total	1,438,889,786	1,278,709,752	88.8678	1,276,128,125	2,581,627	99.7981	0.2019	0	0	

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider the audit remuneration of Walker Chandiook & Co. LLP, bearing registration number 001076N/ N500013 and B S R & Co. LLP, bearing registration number 101248W/ W-100022, in connection with the audit of the accounts of the Company for FY2024									
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	1,055,123,342	1,055,122,783	99.9999	1,055,122,783	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
	Total		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	308,075,510	218,255,655	70.8449	218,255,655	0	100.0000	0.0000	0	0
	Poll		157,000	0.0510	157,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		218,412,655	70.8959	218,412,655	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	75,690,934	5,111,160	6.7527	5,109,392	1,768	99.9654	0.0345	0	0
	Poll		63,267	0.0836	63,256	11	99.9826	0.0173	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,174,427	6.8363	5,172,648	1,779	99.9656	0.0344	0.0000	0
Total	1,438,889,786	1,278,709,865	88.8678	1,278,708,086	1,779	99.9999	0.0001	0	0	

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Anuj Bhargava (DIN: 02647635) as a non-executive 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	1,055,123,342	1,055,122,783	99.9999	1,055,122,783	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
	Total		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	308,075,510	218,255,655	70.8449	215,993,368	2,262,287	98.9634	1.0365	0	0
	Poll		157,000	0.0510	157,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		218,412,655	70.8959	216,150,368	2,262,287	98.9642	1.0358	0.0000	0
Public- Non Institutions	E-Voting	75,690,934	5,110,845	6.7523	5,108,270	2,575	99.9496	0.0503	0	0
	Poll		63,267	0.0836	63,267	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,174,112	6.8359	5,171,537	2,575	99.9502	0.0498	0.0000	0
Total	1,438,889,786	1,278,709,550	88.8678	1,276,444,688	2,264,862	99.8229	0.1771	0	0	

Resolution No.	6
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Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Anup Bagchi as Executive Director and Chief Operating Officer with effect from May 1, 2023 and Managing Director and Chief Executive Director with effect from June 19, 2023 and the remuneration payable to him with effect from May 1, 2023.									
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	1,055,123,342	1,055,122,783	99.9999	1,055,122,783	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
	Total		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	308,075,510	218,255,655	70.8449	217,434,531	821,124	99.6237	0.3762	0	0
	Poll		157,000	0.0510	157,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		218,412,655	70.8959	217,591,531	821,124	99.6240	0.3760	0	0
Public- Non Institutions	E-Voting	75,690,934	5,110,895	6.7523	5,107,798	3,097	99.9394	0.0605	0	0
	Poll		63,267	0.0836	63,267	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,174,162	6.8359	5,171,065	3,097	99.9401	0.0599	0	0
Total	1,438,889,786	1,278,709,600	88.8678	1,277,885,379	824,221	99.9355	0.0645	0	0	

Resolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of the remuneration of Mr. N. S. Kannan, Managing Director and CEO with effect from April 1, 2023 to June 18, 2023									
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	1,055,123,342	1,055,122,783	99.9999	1,055,122,783	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
	Total		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	308,075,510	218,255,655	70.8449	215,322,942	2,932,713	98.6562	1.3437	0	0
	Poll		157,000	0.0510	157,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		218,412,655	70.8959	215,479,942	2,932,713	98.6573	1.3427	0	0
Public- Non Institutions	E-Voting	75,690,934	5,110,895	6.7523	5,107,672	3,223	99.9369	0.0630	0	0
	Poll		63,267	0.0836	63,267	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,174,162	6.8359	5,170,939	3,223	99.9377	0.0623	0	0

Total	1,438,889,786	1,278,709,600	88.8678	1,275,773,664	2,935,936	99.7704	0.2296	0	0
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Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in the quantum of profit related commission payable to the Chairperson designated in the category of 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	1,055,123,342	1,055,122,783	99.9999	1,055,122,783	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
	Total		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	308,075,510	218,255,655	70.8449	146,817,677	71,437,978	67.2686	32.7313	0	0
	Poll		157,000	0.0510	157,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		218,412,655	70.8959	146,974,677	71,437,978	67.2922	32.7078	0	0
Public- Non Institutions	E-Voting	75,690,934	5,110,595	6.7519	5,105,351	5,244	99.8973	0.1026	0	0
	Poll		63,267	0.0836	63,267	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,173,862	6.8355	5,168,618	5,244	99.8986	0.1014	0	0
Total	1,438,889,786	1,278,709,300	88.8678	1,207,266,078	71,443,222	94.4129	5.5871	0	0	

Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of related party transactions pertaining to the purchase and/or sale of securities issued by related/non-related entities in primary/secondary market									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	1,055,123,342	0	0.0000	0	0	0.0000	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
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	308,075,510	218,255,655	70.8449	218,255,655	0	100.0000	0.0000	0	0
	Poll		157,000	0.0510	157,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		218,412,655	70.8959	218,412,655	0	100.0000	0.0000	0	0

Public- Non Institutions	E-Voting	75,690,934	5,062,157	6.7518	5,059,729	2,428	99.9524	0.0475	0	0
	Poll		63,267	0.0836	63,267	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,125,424	6.8354	5,122,996	2,428	99.9526	0.0474	0	0
Total		1,438,889,786	223,538,079	15.5355	223,535,651	2,428	99.9989	0.0011	0	0

Resolution No.	10									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of related party transactions with ICICI Bank Limited									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	1,055,123,342	0	0.0000	0	0	0.0000	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
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	308,075,510	218,255,655	70.8449	218,255,655	0	100.0000	0.0000	0	0
	Poll		157,000	0.0510	157,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		218,412,655	70.8959	218,412,655	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	75,690,934	5,062,416	6.7521	5,059,895	2,521	99.9506	0.0493	0	0
	Poll		63,267	0.0836	63,267	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,125,683	6.8357	5,123,162	2,521	99.9508	0.0492	0	0
Total		1,438,889,786	223,538,338	15.5355	223,535,817	2,521	99.9989	0.0011	0	0

Resolution No.	11									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Ms. Vibha Paul Rishi (DIN: 05180796) as an Independent Director for a second term of five consecutive years									
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	1,055,123,342	1,055,122,783	99.9999	1,055,122,783	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
	Total		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	308,075,510	213,809,513	69.4017	203,271,861	10,537,652	95.0714	4.9285	0	0
	Poll		157,000	0.0510	157,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		213,809,513	69.4017	203,271,861	10,537,652	95.0714	4.9285	0	0

	Total		213,966,513	69.4527	203,428,861	10,537,652	95.0751	4.9249	0	0
Public- Non Institutions	E-Voting	75,690,934	5,110,804	6.7522	5,106,659	4,145	99.9188	0.0811	0	0
	Poll		63,267	0.0836	63,267	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,174,071	6.8358	5,169,926	4,145	99.9199	0.0801	0	0
	Total	1,438,889,786	1,274,263,367	88.5588	1,263,721,570	10,541,797	99.1727	0.8273	0	0

Resolution No.	12									
Resolution required: (Ordinary/ Special)	SPECIAL - Alteration of the Articles of Association 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	1,055,123,342	1,055,122,783	99.9999	1,055,122,783	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
	Total		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	308,075,510	218,267,616	70.8487	217,265,710	1,001,906	99.5409	0.4590	0	0
	Poll		157,000	0.0510	157,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		218,424,616	70.8997	217,422,710	1,001,906	99.5413	0.4587	0	0
Public- Non Institutions	E-Voting	75,690,934	5,110,876	6.7523	5,108,935	1,941	99.9620	0.0379	0	0
	Poll		63,267	0.0836	63,256	11	99.9826	0.0173	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,174,143	6.8359	5,172,191	1,952	99.9623	0.0377	0	0
	Total	1,438,889,786	1,278,721,542	88.8686	1,277,717,684	1,003,858	99.9215	0.0785	0	0

Resolution No.	13									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of the 'ICICI Prudential Life Insurance Company Limited Employees Stock Unit Scheme - 2023'									
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	1,055,123,342	1,055,122,783	99.9999	1,055,122,783	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
	Total		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0	0
	E-Voting		218,267,613	70.8487	151,717,027	66,550,586	69.5096	30.4903	0	0

	Poll		157,000	0.0510	157,000	0	100.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	308,075,510	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		218,424,613	70.8997	151,874,027	66,550,586	69.5316	30.4684	0	0
	E-Voting		5,110,841	6.7522	5,107,144	3,697	99.9276	0.0723	0	0
	Poll	75,690,934	63,267	0.0836	63,267	0	100.0000	0.0000	0	0
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,174,108	6.8358	5,170,411	3,697	99.9285	0.0715	0	0
	Total	1,438,889,786	1,278,721,504	88.8686	1,212,167,221	66,554,283	94.7952	5.2048	0	0

Resolution No.	14									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of the 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'									
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
	E-Voting		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0	0
	Poll	1,055,123,342	0	0.0000	0	0	0.0000	0.0000	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0	0
	E-Voting		218,267,613	70.8487	153,034,519	65,233,094	70.1132	29.8867	0	0
	Poll	308,075,510	157,000	0.0510	157,000	0	100.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		218,424,613	70.8997	153,191,519	65,233,094	70.1347	29.8653	0	0
	E-Voting		5,110,884	6.7523	5,105,989	4,895	99.9042	0.0957	0	0
	Poll	75,690,934	63,267	0.0836	63,267	0	100.0000	0.0000	0	0
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,174,151	6.8359	5,169,256	4,895	99.9054	0.0946	0	0
	Total	1,438,889,786	1,278,721,547	88.8686	1,213,483,558	65,237,989	94.8982	5.1018	0	0

Resolution No.	15									
Resolution required: (Ordinary/ Special)	ORDINARY - Setting up International Financial Services Centre ("IFSC") Insurance Office ("IIO") a branch at Gujarat International Finance Tec-City (GIFT), IFSC.									
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
	E-Voting		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0	0

Promoter and Promoter Group	Poll	1,055,123,342	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
	Total		1,055,122,783	99.9999	1,055,122,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	308,075,510	218,122,092	70.8015	218,122,092	0	100.0000	0.0000	0	0
	Poll		157,000	0.0510	157,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		218,279,092	70.8525	218,279,092	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	75,690,934	5,110,813	6.7522	5,109,459	1,354	99.9735	0.0264	0	0
	Poll		63,267	0.0836	63,267	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,174,080	6.8358	5,172,726	1,354	99.9738	0.0262	0	0
	Total	1,438,889,786	1,278,575,955	88.8585	1,278,574,601	1,354	99.9999	0.0001	0	0

CONSOLIDATED SCRUTINIZER'S REPORT

ON

THE REMOTE E-VOTING AND ELECTRONIC VOTING AT THE 23RD
ANNUAL GENERAL MEETING OF ICICI PRUDENTIAL LIFE
INSURANCE COMPANY LIMITED HELD THROUGH VIDEO
CONFERENCE ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM")
ON FRIDAY JULY 28, 2023.

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 ;Website : www.alwynjay.com

Report of the Scrutinizer

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

To,

The Chairman

of the 23rd Annual General Meeting of the Equity Shareholders of ICICI Prudential Life Insurance Company Limited, held on Friday, July 28, 2023 at 03.00 p.m. IST.

Dear Sir,

I, **Alwyn D'souza** of M/s. Alwyn D'souza & Co., Company Secretaries, Mumbai, appointed by the Board of Directors of **ICICI Prudential Life Insurance Company Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and electronic voting conducted during the Annual General Meeting ("AGM") pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) for the 23rd Annual General Meeting of the Company held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Friday, July 28, 2023 at 03.00 p.m. IST. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules

I, submit my report as under:

- a) The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 followed by General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued by the Ministry of Corporate Affairs from time to time (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) without the physical presence of the Members at a common venue. The Securities Exchange Board of India ("SEBI") vide its Circular dated January 15, 2021 read with SEBI Circulars dated May 13, 2022 and January 05, 2023 ("SEBI Circulars") has granted relaxations in respect of sending physical copies of Annual Reports to shareholders and requirement of proxy for general meetings held through electronic mode.

In compliance with the provisions of Companies Act, 2013, (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the above circulars the 23rd Annual General Meeting of the Company was held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Friday, July 28, 2023 at 03.00 p.m. IST.

Further as confirmed by the Company the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories") and also been uploaded on the website of the Company.

- b) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-Voting (which includes remote e-Voting and the voting through electronic voting system during the AGM) on the resolutions proposed in the Notice calling the 23rd AGM of the Company was the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a Consolidated Scrutinizer's Report on the voting to the Chairman.
- c) The e-voting facility both for e-voting prior to the AGM (remote e-voting) and the electronic voting at the AGM was provided by National Securities Depositories Limited ('NSDL').
- d) The remote e-voting was concluded on Thursday, July 27, 2023 at 5:00 p.m.
- e) At the 23rd AGM of the Company held on Friday, July 28, 2023, the Chairman at the end of the discussions on the resolution(s) announced that the facility to vote through electronic voting system has been provided to facilitate voting for those Members who were present at the meeting through VC/OAVM but could not participate in the remote e-voting to record their votes on the resolutions to be passed.
- f) After the closure of the voting by electronic means at the AGM, the votes cast through electronic voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Friday, July 28, 2023 at around 05.00 p.m in the presence of two witnesses viz., Mr. Edlon Dsouza and Mr. Krishnakant Adagale who are not in the employment of the Company, on the e-voting website of NSDL (<https://www.evoting.nsdl.com/>) and a final electronic report was generated by me. The data generated was diligently scrutinized.
- g) I hereby submit a Consolidated Scrutinizer's Report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 23rd AGM based on the scrutiny of remote e-voting and the electronic voting during the AGM and votes cast therein based on the data downloaded from the electronic voting system of National Securities Depositories Limited ('NSDL').
- h) The results of the remote e-voting together with that of the voting through electronic voting system conducted at the AGM through VC/OAVM are as under:

1. RESOLUTION NO. 1 AS AN ORDINARY RESOLUTION:

To receive, consider and adopt:

- a. Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2023 together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the Financial year ended 31 March 2023 together with the Report of the Auditors thereon.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1096	1274343166	-
E-voting during the AGM	17	220267	-
TOTAL	1113	1274563433	99.98

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	17	268090	-
E-voting during the AGM	0	0	-
TOTAL	17	268090	0.02

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION:

To declare dividend on Equity Shares.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1096	1278489344	-
E-voting during the AGM	17	220267	-
TOTAL	1113	1278709611	100.00

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	8	646	-
E-voting during the AGM	0	0	-
TOTAL	8	646	0.00

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

3. RESOLUTION NO. 3 AS AN ORDINARY RESOLUTION:

To appoint a Director in place of Mr. Anup Bagchi (DIN: 00105962), who retires by rotation and being eligible, offers himself for re-appointment.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1058	1275907858	-
E-voting during the AGM	17	220267	-
TOTAL	1075	1276128125	99.80

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	41	2581627	-
E-voting during the AGM	0	0	-
TOTAL	41	2581627	0.20

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

4. RESOLUTION NO. 4 AS AN ORDINARY RESOLUTION:

To consider and approve the remuneration of Walker Chandiook & Co. LLP, Chartered Accountants and B S R & Co. LLP, Chartered Accountants, Joint Statutory Auditors of the Company for FY2024.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1071	1278487830	-
E-voting during the AGM	16	220256	-
TOTAL	1087	1278708086	100.00

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	29	1768	-
E-voting during the AGM	1	11	-
TOTAL	30	1779	0.00

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

5. RESOLUTION NO. 5 AS AN ORDINARY RESOLUTION:

To approve the appointment of Mr. Anuj Bhargava (DIN: 02647635) as a Non-Executive Director of the Company.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1058	1276224421	-
E-voting during the AGM	17	220267	-
TOTAL	1075	1276444688	99.82

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	39	2264862	-
E-voting during the AGM	0	0	-
TOTAL	39	2264862	0.18

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

6. RESOLUTION NO. 6 AS AN ORDINARY RESOLUTION:

To consider the appointment of Mr. Anup Bagchi as Executive Director and Chief Operating Officer with effect from May 1, 2023 and Managing Director and Chief Executive Director with effect from June 19, 2023 and the remuneration payable to him with effect from May 1, 2023.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1060	1277665112	-
E-voting during the AGM	17	220267	-
TOTAL	1077	1277885379	99.94

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	38	824221	-
E-voting during the AGM	0	0	-
TOTAL	38	824221	0.06

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

7. RESOLUTION NO. 7 AS AN ORDINARY RESOLUTION:

To consider and approve the remuneration of Mr. N. S. Kannan, Managing Director and CEO for the period from April 1, 2023 to June 18, 2023

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1047	1275553397	-
E-voting during the AGM	17	220267	-
TOTAL	1064	1275773664	99.77

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	53	2935936	-
E-voting during the AGM	0	0	-
TOTAL	53	2935936	0.23

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

8. RESOLUTION NO. 8 AS AN ORDINARY RESOLUTION:

To consider and approve the revision in the quantum of profit related commission payable to the Chairperson designated in the category of Non-Executive, Independent Director of the Company.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	736	1207045811	-
E-voting during the AGM	17	220267	-
TOTAL	753	1207266078	94.41

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	365	71443222	-
E-voting during the AGM	0	0	-
TOTAL	365	71443222	5.59

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

9. RESOLUTION NO. 9 AS AN ORDINARY RESOLUTION:

To consider and approve related party transactions pertaining to the purchase and/or sale of securities issued by related/non-related entities in primary/secondary market.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1063	223315384(*)	-
E-voting during the AGM	17	220267	-
TOTAL	1080	223535651	100.00

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	21	2428	-
E-voting during the AGM	0	0	-
TOTAL	21	2428	0.00

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

() Votes of 8 folios holding 31,75,65,604 shares have not been considered since they are related party to the resolution.*

10. RESOLUTION NO. 10 AS AN ORDINARY RESOLUTION:

To consider and approve related party transactions with ICICI Bank Limited.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1060	223315550(*)	-
E-voting during the AGM	17	220267	-
TOTAL	1077	223535817	100.00

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	23	2521	-
E-voting during the AGM	0	0	-
TOTAL	23	2521	0.00

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

() Votes of 8 folios holding 31,75,65,604 shares have not been considered since they are related party to the resolution.*

11. RESOLUTION NO. 11 AS A SPECIAL RESOLUTION:

To consider and approve the re-appointment of Ms. Vibha Paul Rishi (DIN: 05180796) as an Independent Director for a second term of five consecutive years.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1006	1263501303	-
E-voting during the AGM	17	220267	-
TOTAL	1023	1263721570	99.17

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	93	10541797	-
E-voting during the AGM	0	0	-
TOTAL	93	10541797	0.83

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

12. RESOLUTION NO. 12 AS A SPECIAL RESOLUTION:

To consider and approve the alteration of the Articles of Association of the Company.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1069	1277497417	-
E-voting during the AGM	17	220267	-
TOTAL	1086	1277717684	99.92

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	1003858	-
E-voting during the AGM	0	0	-
TOTAL	28	1003858	0.08

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

13. RESOLUTION NO. 13 AS A SPECIAL RESOLUTION:

To consider and approve the 'ICICI Prudential Life Insurance Company Limited Employees Stock Unit Scheme - 2023'.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	793	1211946954	-
E-voting during the AGM	17	220267	-
TOTAL	810	1212167221	94.80

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	314	66554283	-
E-voting during the AGM	0	0	-
TOTAL	314	66554283	5.20

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

14. RESOLUTION NO. 14 AS A SPECIAL RESOLUTION:

To consider and approve the the 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'.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	787	1213263291	-
E-voting during the AGM	17	220267	-
TOTAL	804	1213483558	94.90

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	321	65237989	-
E-voting during the AGM	0	0	-
TOTAL	321	65237989	5.10

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

15. RESOLUTION NO. 15 AS AN ORDINARY RESOLUTION:

Setting up of International Financial Services Centre ("IFSC") Insurance Office ("IO"), a branch at Gujarat International Finance Tec-City (GIFT), IFSC

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1067	1278354334	-
E-voting during the AGM	17	220267	-
TOTAL	1084	1278574601	100.00

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	1354	-
E-voting during the AGM	0	0	-
TOTAL	24	1354	0.00

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
TOTAL	0	0

Based on the foregoing, the Resolution No. (s) 1 to 15 shall be deemed to have been passed with the requisite majority.

All the relevant records of Voting are under my safe custody until the Chairman considers, approves and signs the Minutes of the 23rd Annual General Meeting and the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

Thanking you,

Sincerely,

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



Alwyn D'Souza
Proprietor
FCS No.5559, CP No.5137
[UDIN: F005559E000701861]

Place: Mumbai
Date: July 29, 2023

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the National Securities Depositories Limited (<https://www.evoting.nsdl.com/>) in our presence on Friday, July 28, 2023 at 05.00 p.m



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

Dhiren Salian
Chief Financial Officer