

March 26, 2022

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,

Sub: Declaration of results of postal ballot alongwith report issued by Scrutinizer

We refer to our letter dated February 21, 2022 enclosing the Postal Ballot Notice dated February 19, 2022, seeking the approval of the Members of the Company, to transact the Special business, as detailed below, through Postal Ballot:

Sr. No.	Particulars	Type of Resolution (Ordinary/Special)
Item No. 1	Approval for entering into material related party transactions for the purchase and/ or sale of securities issued by related/non related entities in primary/secondary market	Ordinary resolution
Item No. 2	Approval for entering into material related party transactions with ICICI Bank Limited	Ordinary resolution

Further, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that the above mentioned Ordinary Resolutions have been passed by the Members, with requisite majority. The resolutions are deemed to have been passed on the last date specified for remote e-voting i.e. March 24, 2022.

Please find enclosed herewith, the voting results alongwith the Scrutinizer's report.

The same shall also be made available on the Company's website at www.iciciprulife.com.

This is for your information and record.

Thanking you,

Yours sincerely,

For ICICI Prudential Life Insurance Company Limited

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SESHAMANI
RAMACHANDRAN
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MADRAS SESHAMANI
RAMACHANDRAN
Date: 2022.03.26 13:17:36
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M. S. Ramachandran
Chairman
DIN: 00943629

Encl.: As above

	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
Date of the AGM/EGM/Last date of e-voting in case of Postal Ballot	24-03-2022
Total number of shareholders on record date	382469
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for entering into material related party transactions for 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	1,05,51,22,783	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	30,79,02,716	26,84,74,678	87.1946	26,84,74,678	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		26,84,74,678	87.1946	26,84,74,678	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	7,42,75,602	2,92,38,454	39.5626	2,92,12,876	25,578	99.9129	0.0870	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		2,92,38,454	39.5626	2,92,12,876	25,578	99.9125	0.0875	0	0
Total	1,43,73,01,101	29,77,13,132	20.7133	29,76,87,554	25,578	99.9914	0.0086	0	0	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for entering into material 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	1,05,51,22,783	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	30,79,02,716	26,84,74,678	87.1946	26,84,74,678	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		26,84,74,678	87.1946	26,84,74,678	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	7,42,75,602	2,92,36,591	39.5601	2,92,12,753	23,838	99.9188	0.0811	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		2,92,36,591	39.5601	2,92,12,753	23,838	99.9185	0.0815	0	0
Total	1,43,73,01,101	29,77,11,269	20.7132	29,76,87,431	23,838	99.9920	0.0080	0	0	

For ICICI Prudential Life Insurance Company Limited

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RAMACHANDRAN

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MADRAS SESHAMANI
RAMACHANDRAN
Date: 2022.03.26
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M. S. Ramachandran
Chairman
DIN: 00943629

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.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]*

To,

The Chairman

ICICI Prudential Life Insurance Company Limited

ICICI PruLife Towers, 1089, Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400025, Maharashtra

Sub: Report on Postal Ballot e-voting of ICICI Prudential Life Insurance Company Limited ("the Company")

Dear Sir,

I, **Ashwini Inamdar**, Partner of M/s. Mehta & Mehta, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **ICICI Prudential Life Insurance Company Limited** ("Company") for the purpose of conducting the Postal Ballot through remote e-voting process carried out by the Company as per Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 and the General Circular No.20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") on resolutions as mentioned in the Notice of Postal Ballot dated February 19, 2022, in a fair and transparent manner and do hereby submit my report as under:

1. The Notice of Postal Ballot (Notice) was sent to the members of the Company through e-mail on Monday, February 21, 2022.
2. The remote e-voting period commenced on Tuesday, February 22, 2022 (09:00 a.m. IST) and ended on Thursday, March 24, 2022 (05:00 p.m. IST).
3. On account of threat posed by COVID-19 pandemic situation, the Notice of Postal Ballot was sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope were not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members took place through the remote e-voting system only.



4. The Members of the Company holding shares as on the "cut off" date i.e., Tuesday, February 15, 2022 were entitled to receive the Notice and vote on the proposed resolutions.
5. The result of the scrutiny of the above postal ballot through remote e-voting in respect of passing of resolutions contained in the notice dated February 19, 2022, is as under:

1. Ordinary Resolution- Approval for entering into material related party transactions for the purchase and/ or sale of securities issued by related/non related entities in primary/secondary market.

Votes in favour of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
3091	297687554	99.99

Votes against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
207	25578	0.01

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

The above resolution has been passed by requisite majority since more than half of the votes were cast in favour of the resolution.

2. Ordinary Resolution- Approval for entering into material related party transactions with ICICI Bank Limited.

Votes in favour of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
3108	297687431	99.99

Votes against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
185	23838	0.01



invalid votes:

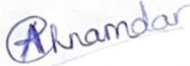
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

The above resolution has been passed by requisite majority since more than half of the votes were cast in favour of the resolution.

- The related papers with respect to Postal Ballot will be handed over to the Company for safe custody of the same after the Chairman or any person authorized by him, signs the minutes/report of Postal Ballot process.

Thanking You,

For Mehta & Mehta
Company Secretaries



Ashwini Inamdar
Partner

FCS No: 9409

CP No: 11226

UDIN: F009409C003138986

Place: Mumbai

Date: March 25, 2022



Enclosed: Annexure

Countersigned by

MADRAS SESHAMANI
RAMACHANDRAN

Digitally signed by MADRAS
SESHAMANI RAMACHANDRAN
Date: 2022.03.26 10:20:27
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Madras Seshamani Ramachandran
Chairman and Director
DIN: 00943629
ICICI Prudential Life Insurance Company Limited