

June 26, 2021

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 21st Annual General Meeting ("AGM") of ICICI Prudential Life Insurance Company Limited ("the Company") was held on Friday, June 25, 2021, at 3.30 p.m. (IST), through Video Conference (VC) / Other Audio Visual Means (OAVM), in accordance with Ministry of Corporate Affairs (MCA), vide Circular dated January 13, 2021, Circular dated May 5, 2020 read with Circular dated April 08, 2020 and Circular dated April 13, 2020 ("MCA Circulars") and Circular dated January 15, 2021 and May 12, 2020 issued by SEBI.

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR), as amended 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 June 18, 2021, being the cut-off date, by National Securities Depository Limited ("NSDL"). The remote e-voting commenced at 9:00 a.m. (IST) on Tuesday, June 22, 2021 and ended at 5:00 p.m. (IST) on Thursday, June 24, 2021. To facilitate the members who could not cast their vote through the remote e-voting, the Company had extended the facility for electronic voting at the AGM.

Accordingly, please find attached 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).

ICICI Prudential Life Insurance Company Limited

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

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CIN : L66010MH2000PLC127837

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.

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 21st Annual General Meeting of ICICI Prudential Life Insurance Company Limited (“Company”)

The 21st Annual General Meeting (‘AGM’ or ‘Meeting’) of the members of ICICI Prudential Life Insurance Company Limited (the Company) was held on Friday, June 25, 2021 at 3:30 p.m. (IST) through Video Conference (‘VC’)/ Other Audio Visual Means (‘OAVM’). The Meeting was conducted in compliance with the relevant provisions of the Companies Act, 2013, Securities and Exchange Board of India (‘SEBI’) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circulars dated January 13, 2021, May 5, 2020, dated April 8, 2020 and dated April 13, 2020 issued by the Ministry of Corporate Affairs (‘MCA’) (‘MCA Circulars’) and Circular dated January 15, 2021 and May 12, 2020 issued by SEBI.

Mr. M. S. Ramachandran, Chairman of the Company (‘Chairman’), chaired the Meeting.

The Meeting was attended by 116 members (including authorised representatives) through VC/OAVM.

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 Chennai.
2. Mr. Dilip Karnik, non-executive Independent Director and Chairman of Board Nomination & Remuneration Committee participated in the Meeting from Pune.
3. Mr. R. K. Nair, non-executive Independent Director and Chairman of Board Audit Committee, participated in the Meeting from Mumbai.
4. Mr. Dileep Choksi, non-executive Independent Director and Chairman of Stakeholders Relationship Committee, participated in the Meeting from Mumbai.
5. Ms. Vibha Paul Rishi, non-executive Independent Director, participated in the Meeting from Gurgaon.
6. Mr. Anup Bagchi, non-executive Director nominated by ICICI Bank Limited, participated in the Meeting from Mumbai.
7. Mr. Sandeep Batra, non-executive Director nominated by ICICI Bank Limited, participated in the Meeting from Mumbai.
8. Mr. Wilfred John Blackburn, non-executive Director nominated by Prudential Corporation Holdings Limited, participated in the Meeting from Ghana.
9. Mr. N. S. Kannan, Managing Director & CEO, participated in the Meeting from the Company’s office in Mumbai.

The Management team of the Company consisting of Mr. Satyan Jambunathan - Chief Financial Officer, Ms. Sonali Chandak - Company Secretary, 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, Ms. Asha Murali – Appointed Actuary were in attendance, from Mumbai.

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Mr. Khushroo Panthaky, Partner - Walker Chandiook & Co. LLP and Mr. Sagar Lakhani, Partner - B S R & Co. LLP, the joint statutory auditors of the Company and Mr. Omkar Dindorkar, authorised representative of M/s. Makarand M. Joshi & Co., Company Secretaries, the Secretarial auditor of the Company also attended the Meeting from Mumbai.

Ms. Sonali Chandak, Company Secretary, welcomed the members attending the 21st 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.

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 affirmed that all efforts feasible under the current circumstances due to the outbreak of COVID-19 pandemic, 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 convening the 21st AGM ("Notice").

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 and the Auditors and informed that the certificate obtained from statutory auditor (Walker Chandiook Co. LLP) 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 were available with the Company and could be inspected by the members till the conclusion of the Meeting.

The Chairman informed that the Notice dated April 19, 2021, 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 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, 2021, did not have any qualifications, observations or comments of the auditors on the financial transactions or matters, which had any adverse effect on the functioning of the Company. In view of the same, in accordance with the Companies Act, 2013, there was no need to read the Auditors' Report.

An audio visual presentation was then screened.

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The Chairman informed the members that pursuant to Companies Act, 2013 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 June 18, 2021, it being the cut-off date, by National Securities Depository Limited. The remote e-voting commenced at 9:00 a.m. (IST) on Tuesday, June 22, 2021 and ended at 5:00 p.m. (IST) on Thursday, June 24, 2021.

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 Ms. Ashwini Inamdar, representing Mehta & Mehta, Practicing Company Secretary was the scrutinizer for the remote e-voting as well as for the electronic voting being provided at the Meeting.

The members were then invited, by the Chairman, to give their suggestions, seek clarifications and ask questions, if any, on the agenda items set out in the Notice. The members, shared their views, sought information regarding certain aspects of operations of the Company, in light of the pandemic. It was observed that some registered speakers were not present and some shared their views/sought comments through the chat-box available for the members. The Chairman requested Mr. N. S. Kannan, Managing Director & CEO to respond to the questions/ suggestions of the members; Mr. N. S. Kannan responded to the same.

Thereafter, the Chairman authorised the Chief Financial Officer or the Company Secretary 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 two working days to the stock exchanges as well as by disseminating the results on the website of the Company alongwith the Scrutiniser's report and informed the members that the same would be duly recorded as part of the proceedings of the Meeting. The Chairman then thanked the members for their support and declared the meeting as closed and announced that the electronic voting facility shall be kept open for 30 minutes after conclusion of the proceedings of the meeting at 5.06 p.m.

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

Ordinary Business:

1. To receive, consider and adopt the standalone and consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company

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for the financial year ended March 31, 2021, the Balance Sheet as at that date, together with the Reports of the Directors and Auditors. (Ordinary Resolution).

2. To declare final dividend of ₹ 2 per equity share of face value of ₹ 10 each.
3. To appoint a Director in place of Mr. Mr. Anup Bagchi (DIN: 00105962), who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)
4. To re-appoint M/s Walker Chandiook & Co. LLP, as one of joint statutory auditors of the Company and to approve the remuneration of the joint statutory auditors of the Company in connection with the audit of the accounts of the Company for the financial year 2021-22. (Ordinary Resolution)

Special Business:

5. To approve the appointment of Mr. Wilfred John Blackburn as a Non- executive Director of the Company. (Ordinary Resolution)
6. To re-appoint Mr. Dilip Karnik (DIN: 06419513) as an Independent Director of the Company for a second term of five consecutive years. (Special Resolution)
7. To approve continuation of directorship of Mr. Dilip Karnik, as an Independent Director of the Company, during the re-appointed term after attaining the age of seventy five (75) years. (Special Resolution)
8. To approve the remuneration payable to Mr. N. S. Kannan (DIN: 00066009) (Managing Director & CEO), with effect from April 1, 2021. (Ordinary Resolution)
9. To approve the amendment of ICICI Prudential Life Insurance Company Limited Revised Employee Stock Option Scheme. (Special Resolution)

Based on the consolidated Scrutiniser's report dated June 25, 2021, it is understood that all resolutions as set out in the Notice were passed by the members with requisite majority.

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	25-06-2021
Total number of shareholders on record date	344345
No. of shareholders present in the meeting either in person or through Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	1
Promoters and Promoter Group:	1
Public:	115

Resolution No.	1										
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and 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, 2021, the Balance Sheet as at that date, together with the Reports of the Directors and 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	Remote E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
	Electronic voting at the AGM		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		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
Public- Institutions	Remote E-Voting	304,886,023	242,110,486	79.4102	239,678,541	2,431,945	98.9955	1.0044	0	0	
	Electronic voting at the AGM		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		242,110,486	79.4102	239,678,541	2,431,945	98.9955	1.0045	0	0	
Public- Non Institutions	Remote E-Voting	76,528,440	34,060,817	44.5074	34,057,202	3,615	99.9893	0.0106	0	0	
	Electronic voting at the AGM		55,311	0.0723	55,311	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		34,116,128	44.5797	34,112,513	3,615	99.9894	0.0106	0	0	
	Total	1,436,537,246	1,331,349,397	92.6777	1,328,913,837	2,435,560	99.8171	0.1829	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	Remote E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
	Electronic voting at the AGM		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		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
Public- Institutions	Remote E-Voting	304,886,023	249,843,230	81.9464	249,323,797	519,433	99.7920	0.2079	0	0	
	Electronic voting at the AGM		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		249,843,230	81.9464	249,323,797	519,433	99.7921	0.2079	0	0	
Public- Non Institutions	Remote E-Voting	76,528,440	34,060,590	44.5071	34,056,418	4,172	99.9877	0.0122	0	0	
	Electronic voting at the AGM		55,311	0.0723	55,311	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		34,115,901	44.5794	34,111,729	4,172	99.9878	0.0122	0	0	
	Total	1,436,537,246	1,339,081,914	93.2160	1,338,558,309	523,605	99.9609	0.0391	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	Remote E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
	Electronic voting at the AGM		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		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
Public- Institutions	Remote E-Voting	304,886,023	249,802,940	81.9332	241,361,384	8,441,556	96.6207	3.3792	0	0	
	Electronic voting at the AGM		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		249,802,940	81.9332	241,361,384	8,441,556	96.6207	3.3792	0	0	
Public- Non Institutions	Remote E-Voting	76,528,440	34,058,791	44.5048	34,047,077	11,714	99.9656	0.0343	0	0	
	Electronic voting at the AGM		55,311	0.0723	55,311	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		34,114,102	44.5771	34,102,388	11,714	99.9657	0.0343	0	0	
	Total	1,436,537,246	1,339,039,825	93.2130	1,330,586,555	8,453,270	99.3687	0.6313	0	0	

Resolution No.	4										
Resolution required: (Ordinary/ Special)	ORDINARY - To approve the re-appointment of M/s Walker Chandiock Co. LLP, bearing ICAI registration number 001076N/N500013, as one of the Joint Statutory Auditors of the Company for a second term of five consecutive years to hold office from the conclusion of Twenty First Annual General Meeting until the conclusion of the Twenty Sixth Annual General Meeting of the Company and to approve the audit remuneration of M/s Walker Chandiock Co. LLP, bearing registration number 001076N/ N500013 and M/s BSR Co. LLP, bearing registration number 101248W/ W-100022, in connection with the audit of the accounts of the Company for the financial year 2021-22.										
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	Remote E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
	Electronic voting at the AGM		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		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
Public- Institutions	Remote E-Voting	304,886,023	249,843,230	81.9464	249,843,230	0	100.0000	0.0000	0	0	
	Electronic voting at the AGM		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		249,843,230	81.9464	249,843,230	0	100.0000	0.0000	0	0	
Public- Non Institutions	Remote E-Voting	76,528,440	34,059,844	44.5061	34,052,136	7,708	99.9773	0.0226	0	0	
	Electronic voting at the AGM		55,311	0.0723	55,311	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		34,115,155	44.5784	34,107,447	7,708	99.9774	0.0226	0	0	
	Total	1,436,537,246	1,339,081,168	93.2159	1,339,073,460	7,708	99.9994	0.0006	0	0	

Resolution No.	5										
Resolution required: (Ordinary/ Special)	ORDINARY - To consider appointment of Mr. Wilfred John Blackburn (DIN 08753207) as a non-executive Director, liable to retire by rotation.										
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	Remote E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
	Electronic voting at the AGM		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		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
Public- Institutions	Remote E-Voting	304,886,023	249,802,940	81.9332	203,810,748	45,992,192	81.5886	18.4113	0	0	
	Electronic voting at the AGM		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		249,802,940	81.9332	203,810,748	45,992,192	81.5886	18.4114	0	0	
Public- Non Institutions	Remote E-Voting	76,528,440	34,058,689	44.5046	34,047,676	11,013	99.9676	0.0323	0	0	
	Electronic voting at the AGM		55,311	0.0723	55,311	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		34,114,000	44.5769	34,102,987	11,013	99.9677	0.0323	0	0	
	Total	1,436,537,246	1,339,039,723	93.2130	1,293,036,518	46,003,205	96.5645	3.4355	0	0	

Resolution No.	6										
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the re-appointment of Mr. Dilip Karnik (DIN 06419513), Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from June 29, 2021 till June 28, 2026.										
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	Remote E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
	Electronic voting at the AGM		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		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
Public- Institutions	Remote E-Voting	304,886,023	249,802,940	81.9332	239,276,118	10,526,822	95.7859	4.2140	0	0	
	Electronic voting at the AGM		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		249,802,940	81.9332	239,276,118	10,526,822	95.7859	4.2141	0	0	
Public- Non Institutions	Remote E-Voting	76,528,440	34,058,692	44.5046	29,687,246	4,371,446	87.1649	12.8350	0	0	
	Electronic voting at the AGM		55,311	0.0723	55,311	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		34,114,003	44.5769	29,742,557	4,371,446	87.1858	12.8142	0	0	
	Total	1,436,537,246	1,339,039,726	93.2130	1,324,141,458	14,898,268	98.8874	1.1126	0	0	

Resolution No.	7										
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the continuation of directorship of Mr. Dilip Karnik (DIN 06419513), Independent Director as an Independent Director of the Company during the re-appointed term after attaining the age of seventy five 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	Remote E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
	Electronic voting at the AGM		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		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
Public- Institutions	Remote E-Voting	304,886,023	249,802,940	81.9332	245,579,164	4,223,776	98.3091	1.6908	0	0	
	Electronic voting at the AGM		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		249,802,940	81.9332	245,579,164	4,223,776	98.3092	1.6908	0	0	
Public- Non Institutions	Remote E-Voting	76,528,440	34,058,633	44.5045	29,685,649	4,372,984	87.1604	12.8395	0	0	
	Electronic voting at the AGM		55,311	0.0723	55,311	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		34,113,944	44.5768	29,740,960	4,372,984	87.1812	12.8188	0	0	
	Total	1,436,537,246	1,339,039,667	93.2130	1,330,442,907	8,596,760	99.3590	0.6420	0	0	

Resolution No.	8										
Resolution required: (Ordinary/ Special)	ORDINARY - To consider the revision in the remuneration payable to Mr. N. S. Kannan (DIN 00066009), Managing Director CEO with effect from April 1, 2021.										
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	Remote E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
	Electronic voting at the AGM		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		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
Public- Institutions	Remote E-Voting	304,886,023	249,802,940	81.9332	233,949,188	15,853,752	93.6534	6.3465	0	0	
	Electronic voting at the AGM		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		249,802,940	81.9332	233,949,188	15,853,752	93.6535	6.3465	0	0	
Public- Non Institutions	Remote E-Voting	76,528,440	34,058,566	44.5045	34,041,394	17,172	99.9495	0.0504	0	0	
	Electronic voting at the AGM		55,311	0.0723	55,311	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		34,113,877	44.5768	34,096,705	17,172	99.9497	0.0503	0	0	
	Total	1,436,537,246	1,339,039,600	93.2130	1,323,168,676	15,870,924	98.8148	1.1852	0	0	

Resolution No.	9										
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the amendment in the ICICI Prudential Life Insurance Company Limited - Employees Stock Option Scheme (2005) (Scheme).										
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	Remote E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
	Electronic voting at the AGM		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		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0	
Public- Institutions	Remote E-Voting	304,886,023	249,855,191	81.9504	194,521,854	55,333,337	77.8538	22.1461	0	0	
	Electronic voting at the AGM		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		249,855,191	81.9504	194,521,854	55,333,337	77.8538	22.1462	0	0	
Public- Non Institutions	Remote E-Voting	76,528,440	33,884,394	44.2769	33,871,004	13,390	99.9604	0.0395	0	0	
	Electronic voting at the AGM		55,311	0.0723	55,311	0	100.0000	0.0000	0	0	
	Poll										
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		33,939,705	44.3492	33,926,315	13,390	99.9605	0.0395	0	0	
	Total	1,436,537,246	1,338,917,679	93.2045	1,283,570,952	55,346,727	95.8663	4.1337	0	0	

All the resolutions have been passed with requisite majority

Mehta & Mehta

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-mehta.com ● Visit us : www.mehta-mehta.com

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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman

ICICI Prudential Life Insurance Company Limited

Twenty First Annual General Meeting ("AGM") of the Members of ICICI Prudential Life Insurance Company Limited held on Friday, June 25, 2021, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Dear Sir,

I, **Ashwini Inamdar**, Practicing Company Secretary and Partner, M/s. Mehta & Mehta, Company Secretaries, appointed by the Board of Directors of ICICI Prudential Life Insurance Company Limited ("the Company") to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and as per MCA General Circular No. 02/2021 dated January 13, 2021, General Circular No. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020 and Circular no. 20/2020 dated May 5, 2020 for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting system at the Twenty First Annual General Meeting ("AGM") of the Company conducted through VC and OAVM in respect of the Resolutions as set out in the Notice convening the AGM, do hereby submit my report as follows:

1. The Resolutions were transacted through the process of remote e-voting and through electronic voting system during the AGM. For the purpose of remote e-voting, the Company had engaged the services of National Securities Depository Limited ("NSDL").
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Friday, June 18, 2021 ("cut-off date").
3. The period for remote e-voting commenced on Tuesday, June 22, 2021 at 9:00 a.m. (IST) and ended on Thursday, June 24, 2021 at 5:00 p.m. (IST). The Remote e-voting module was disabled by NSDL for voting thereafter.
4. The facility for e-voting was made available for the Members attending the Meeting through VC and who did not cast their vote through remote e-voting.



5. Further, the votes cast through remote e-voting were unblocked in the presence of two witnesses Mr. Nikhil Pale and Mrs. Pooja Dandekar neither of whom are in the employment of the Company.
6. The report on votes cast through remote e-voting was generated from NSDL e-voting website www.evoting.nsdl.com
7. The consolidated results of remote e-voting and voting through electronic voting system during the AGM are enclosed as an **Annexure** to this report.

Thanking You,
For **Mehta & Mehta**
Company Secretaries


Ashwini Inamdar


Scrutinizer
FCS No : 9409
CP No : 11226
UDIN: F009409C000518093




Place: Mumbai
Date: June 25, 2021

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from NSDL's e-voting website www.evoting.nsdl.com in our presence on June 25, 2021.


Name : Mr. Nikhil Pale
Address : 47/Ganesh Murti Nagar,
Nr. Backbay Depot,
Navy Nagar, Mumba- 400005


Name : Mrs. Pooja Dandekar
Address : C-1006, Mahalaxmi CHS,
Pandurang Budhkar Marg
Worli - 400030

Countersigned by

Sonali Chandak
Company Secretary
Membership No. ACS 18108
(Person Authorised by the Chairman)

Item No. 1: Ordinary Resolution

1. To receive, consider and 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, 2021, the Balance Sheet as at that date, together with the Reports of the Directors and Auditors.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	2032	1,328,858,526	16	55,311	2,048	1,328,913,837	99.8171%
Votes against the resolution	38	2,435,560	0	0	38	2,435,560	0.1829%
Invalid votes/Abstained	0	0	0	0	0	0	0

Item No. 2: Ordinary Resolution

To declare dividend on equity shares.

Particulars	Remote e-voting		Voting through electronic voting		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	2,044	1,338,502,998	16	55,311	2,060	1,338,558,309	99.9609%
Votes against the resolution	26	523,605	0	0	26	523,605	0.0391%
Invalid votes/Abstained	0	0	0	0	0	0	0

Item No. 3: Ordinary Resolution

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

Particulars	Remote e-voting		Voting through electronic voting		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1,961	1,330,531,244	16	55,311	1,977	1,330,586,555	99.3687%
Votes against the resolution	97	8,453,270	0	0	97	8,453,270	0.6313%
Invalid votes/Abstained	0	0	0	0	0	0	0



Item No. 4: Ordinary Resolution

To re-appoint M/s Walker Chandok Co. LLP, bearing ICAI registration number 001076N/N500013 as one of the Joint Statutory Auditors of the Company for a second term of five consecutive years to hold office from the conclusion of this meeting until the conclusion of the Twenty Sixth Annual General Meeting of the Company and to approve the remuneration of the joint statutory auditors of the Company in connection with the audit of the accounts of the Company for the financial year 2021-22.

Particulars	Remote e-voting		Voting through electronic voting		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1,982	1,339,018,149	16	55,311	1,998	1,339,073,460	99.9994%
Votes against the resolution	81	7,708	0	0	81	7,708	0.0006%
Invalid votes/Abstained	0	0	0	0	0	0	0

Item No. 5: Ordinary Resolution

To appoint Mr. Wilfred John Blackburn (DIN: 08753207) as a non-executive Director of the Company and he shall be liable to retire by rotation.

Particulars	Remote e-voting		Voting through electronic voting		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1,875	1,292,981,207	16	55,311	1,891	1,293,036,518	96.5645%
Votes against the resolution	183	46,003,205	0	0	183	46,003,205	3.4355%
Invalid votes/Abstained	0	0	0	0	0	0	0

Item No. 6: Special Resolution

To re-appoint Mr. Dilip Karnik (DIN: 06419513) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from June 29, 2021 till June 28, 2026.

Particulars	Remote e-voting		Voting through electronic voting		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1,887	1,324,086,147	16	55,311	1,903	1,324,141,458	98.8874%
Votes against the resolution	170	14,898,268	0	0	170	14,898,268	1.1126%
Invalid votes/Abstained	0	0	0	0	0	0	0



Item No. 7: Special Resolution

To approve continuation of the directorship of Mr. Dilip Karnik (DIN: 06419513) after attaining the age of seventy five (75) years, as an Independent Director of the Company.

Particulars	Remote e-voting		Voting through electronic voting		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1,914	1,330,387,596	16	55,311	1,930	1,330,442,907	99.3580%
Votes against the resolution	140	8,596,760	0	0	140	8,596,760	0.6420%
Invalid votes/Abstained	0	0	0	0	0	0	0

Item No. 8: Ordinary Resolution

To approve remuneration paid to Mr. N. S. Kannan, Managing Director & CEO in FY 2021.

Particulars	Remote e-voting		Voting through electronic voting		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1,862	1,323,113,365	16	55,311	1,878	1,323,168,676	98.8148%
Votes against the resolution	191	15,870,924	0	0	191	15,870,924	1.1852%
Invalid votes/Abstained	0	0	0	0	0	0	0

Item No. 9: Special Resolution

To approve the amendment of ICICI Prudential Life Insurance Company Limited Revised Employee Stock Option Scheme.

Particulars	Remote e-voting		Voting through electronic voting		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1,741	1,283,515,641	16	55,311	1,757	1,283,570,952	95.8663%
Votes against the resolution	322	55,346,727	0	0	322	55,346,727	4.1337%
Invalid votes/Abstained	0	0	0	0	0	0	0

