

	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
Date of the AGM/EGM	26-06-2018
Total number of shareholders on record date	345392
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	136
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

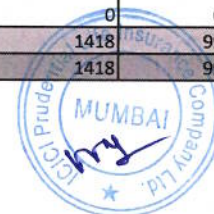
Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of the standalone Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2018, and the Balance Sheet as at that date, together with the 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
Promoter and Promoter Group	E-Voting	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	106104355	58.0751	106104355	0	100.0000	0.0000	7013070
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		106377143	58.2244	106377143	0	100.0000	0.0000	7013070
Public- Non Institutions	E-Voting	122962666	29119403	23.6815	29118929	474	99.9983	0.0016	204
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098449	24.4777	30096975	1474	99.9951	0.0049	204
Total		1435555035	1266365980	88.2144	1266364506	1474	99.9999	0.0001	7013274

Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of the consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2018, and the Balance Sheet as at that date, together with the Reports of the Auditors.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								



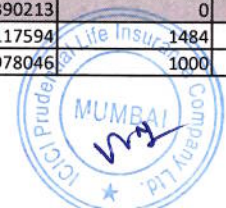
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	106104355	58.0751	106104355	0	100.0000	0.0000	7013070
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		106377143	58.2244	106377143	0	100.0000	0.0000	7013070
Public- Non Institutions	E-Voting	122962666	29119294	23.6814	29118859	435	99.9985	0.0014	204
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098340	24.4776	30096905	1435	99.9952	0.0048	204
Total	1435555035	1266365871	88.2144	1266364436	1435	99.9999	0.0001	7013274	

Resolution No.	3								
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
Promoter and Promoter Group	E-Voting	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113117425	61.9136	113117425	0	100.0000	0.0000	0
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113390213	62.0629	113390213	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	122962666	29119601	23.6817	29119193	408	99.9985	0.0014	144
	Poll		979046	0.7962	978036	1010	99.8968	0.1031	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098647	24.4779	30097229	1418	99.9953	0.0047	144
Total	1435555035	1273379248	88.7029	1273377830	1418	99.9999	0.0001	144	



Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Puneet Nanda (DIN: 02578795), who retires 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
Promoter and Promoter Group	E-Voting	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113117425	61.9136	113117425	0	100.0000	0.0000	0
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113390213	62.0629	113390213	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	122962666	29119097	23.6813	29117472	1625	99.9944	0.0055	410
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098143	24.4775	30095518	2625	99.9913	0.0087	410
Total	1435555035	1273378744	88.7029	1273376119	2625	99.9998	0.0002	410	

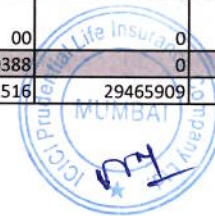
Resolution No.	5								
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Sandeep Batra (DIN: 03620913), who retires by rotation.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of 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
Promoter and Promoter Group	E-Voting	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113117425	61.9136	113117425	0	100.0000	0.0000	0
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113390213	62.0629	113390213	0	100.0000	0.0000	0
	E-Voting	122962666	29119078	23.6812	29117594	1484	99.9949	0.0050	410
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0



Public- Non Institutions	Postal Ballot (if applicable)	143555035	0	0.0000	00	0	0.0000	0.0000	0
	Total		30098124	24.4774	30095640	2484	99.9917	0.0083	410
	Total	143555035	1273378725	88.7029	1273376241	2484	99.9998	0.0002	410

Resolution No.	6								
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for appointment of Mr. R. K. Nair, (DIN: 07225354) as an 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
Promoter and Promoter Group	E-Voting	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113117425	61.9136	112847425	270000	99.7613	0.2386	0
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113390213	62.0629	113120213	270000	99.7619	0.2381	0
Public- Non Institutions	E-Voting	122962666	29119078	23.6812	29117635	1443	99.9950	0.0049	410
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098124	24.4774	30095681	2443	99.9919	0.0081	410
Total	143555035	1273378725	88.7029	1273106282	272443	99.9786	0.0214	410	

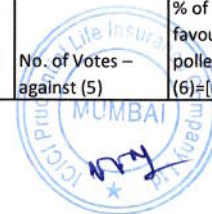
Resolution No.	7								
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for appointment of Mr. Dileep Choksi, (DIN: 00016322) as an Independent Director of the Company.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode 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
Promoter and Promoter Group	E-Voting	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
E-Voting		113117425	61.9136	83651516	29465909	73.9510	26.0489	0	



Public- Institutions	Poll	182701981	272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113390213	62.0629	83924304	29465909	74.0137	25.9863	0
Public- Non Institutions	E-Voting	122962666	29119068	23.6812	29117690	1378	99.9952	0.0047	420
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098114	24.4774	30095736	2378	99.9921	0.0079	420
Total	1435555035	1273378715	88.7029	1243910428	29468287	97.6858	2.3142	420	

Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for appointment of Mr. Raghunath Hariharan, (DIN: 08007442) as a 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	
Promoter and Promoter Group	E-Voting	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0	
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0	
Public- Institutions	E-Voting	182701981	113117425	61.9136	100518753	12598672	88.8623	11.1376	0	
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
Total	113390213	62.0629	100791541	12598672	88.8891	11.1109	0			
Public- Non Institutions	E-Voting	122962666	29119078	23.6812	29117745	1333	99.9954	0.0045	410	
	Poll		979046	0.7962	977958	1088	99.8888	0.1111	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		30098124	24.4774	30095703	2421	99.9920	0.0080	410	
Total	1435555035	1273378725	88.7029	1260777632	12601093	99.0104	0.9896	410		

Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for re-appointment and revision in the remuneration of Mr. Sandeep Bakhshi (DIN: 00109206) (M.D & C.E.O).									
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	



Promoter and Promoter Group	E-Voting	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	111950575	61.2750	111401486	549089	99.5095	0.4904	1166850
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		112223363	61.4243	111674274	549089	99.5107	0.4893	1166850
Public- Non Institutions	E-Voting	122962666	29119188	23.6813	29117897	1291	99.9955	0.0044	300
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098234	24.4775	30095943	2291	99.9924	0.0076	300
Total	143555035	1272211985	88.6216	1271660605	551380	99.9567	0.0433	1167150	

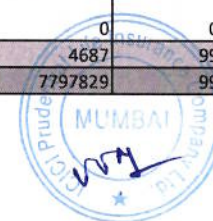
Resolution No.	10									
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for revision in the remuneration of Mr. Puneet Nanda (DIN: 02578795) (Executive Director).									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of 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	
Promoter and Promoter Group	E-Voting	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0	
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0	
Public- Institutions	E-Voting	182701981	113117425	61.9136	112568336	549089	99.5145	0.4854	0	
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		113390213	62.0629	112841124	549089	99.5158	0.4842	0	
Public- Non Institutions	E-Voting	122962666	29119128	23.6813	29116801	2327	99.9920	0.0079	360	
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		30098174	24.4775	30094847	3327	99.9889	0.0111	360	
Total	143555035	1273378775	88.7029	1272826359	552416	99.9566	0.0434	360		

Resolution No.	11									
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for revision in the remuneration of Mr. Sandeep Batra (DIN: 03620913) (Executive Director).									
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
Promoter and Promoter Group	E-Voting	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113117425	61.9136	112568336	549089	99.5145	0.4854	0
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113390213	62.0629	112841124	549089	99.5158	0.4842	0
Public- Non Institutions	E-Voting	122962666	29119128	23.6813	29116901	2227	99.9923	0.0076	360
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098174	24.4775	30094947	3227	99.9893	0.0107	360
Total	1435555035	1273378775	88.7029	1272826459	552316	99.9566	0.0434	360	

Resolution No.	12								
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for appointment of Mr. N. S. Kannan (DIN: 00066009) as Managing Director & CEO 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
Promoter and Promoter Group	E-Voting	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113002139	61.8505	105208997	7793142	93.1035	6.8964	115286
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113274927	61.9998	105481785	7793142	93.1202	6.8798	115286
Public- Non Institutions	E-Voting	122962666	29119078	23.6812	29115435	3643	99.9874	0.0125	410
	Poll		979046	0.7962	978002	1044	99.8933	0.1066	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098124	24.4774	30093437	4687	99.9844	0.0156	410
Total	1435555035	1273263439	88.6949	1265465610	7797829	99.3876	0.6124	115696	



Resolution No.	13								
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for appointment of Mr. Sandeep Bakhshi (DIN: 00109206) as the 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
Promoter and Promoter Group	E-Voting	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113002139	61.8505	113002139	0	100.0000	0.0000	115286
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113274927	61.9998	113274927	0	100.0000	0.0000	115286
Public- Non Institutions	E-Voting	122962666	29119198	23.6813	29118380	818	99.9971	0.0028	290
	Poll		979046	0.7962	978002	1044	99.8933	0.1066	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098244	24.4775	30096382	1862	99.9938	0.0062	290
Total		1435555035	1273263559	88.6949	1273261697	1862	99.9999	0.0001	115576

All the above resolutions have been passed with requisite majority

For ICICI Prudential Life Insurance Company Ltd.


Vyoma Manek
Company Secretary

Mehta & Mehta

COMPANY SECRETARIES

201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018
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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

18th Annual General Meeting ("AGM") of the Members of ICICI Prudential Life Insurance Company Limited held on Tuesday, June 26, 2018 at Swatantrya Veer Sawarkar Auditorium, 252, Shivaji Park, Dadar (West), Mumbai – 400028

Dear Sir,

I, **Dipti Atul Mehta**, 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, for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting system at the 18th Annual General Meeting ("AGM") of the Company in respect of the Resolutions as set out in the Notice and addendum 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 at the venue of the AGM. For the purpose of remote e-voting, the Company had engaged the services of Karvy Computershare Private Limited ("Karvy").
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Tuesday, June 19, 2018 ("cut-off date").
3. The period for remote e-voting commenced on Saturday, June 23, 2018 at 09:00 a. m. (IST) and ended on Monday, June 25, 2018 at 5:00 p.m. (IST). The Remote e-voting module was disabled by Karvy for voting thereafter.
4. The facility for voting through electronic voting system was made available at the AGM venue for the Members attending the Meeting 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 Ms. Apoorva Srivastava and Ms. Avni Shah neither of whom are in the employment of the Company.
6. The report on votes cast through remote e-voting was generated from Karvy e-voting website <https://www.evoting.karvy.com>
7. The consolidated results of remote e-voting and voting through electronic voting system at the AGM venue are enclosed as an **Annexure** to this report.

Thanking You,

For Mehta & Mehta
Company Secretaries



Dipti Atul Mehta

Scrutinizer

FCS No: 3667

CP No: 3202

Place: Mumbai

Date: June 26, 2018

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from Karvy's e-voting website <https://www.evoting.karvy.com> in our presence on June 26, 2018.

Srivastava
Name : Ms. Apoorva Srivastava
Address : 401/16, Highland
Residency, Dhokali,
Thane (W) - 400607

Avni Shah
Name : Ms. Avni Shah
Address : A4, 4th Floor, New Anant
Bhuvan, N. N. Street,
Mumbai-400009

Countersigned by



Chairman of the Board / Director authorized by the Board.

ICICI Prudential Life Insurance Company Limited

Item No. 1(A): Ordinary Resolution

The standalone Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2018, 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	349	894,328,788	99	372,035,718	448	1,266,364,506	99.9999%
Votes against the resolution	7	474	1	1,000	8	1,474	0.0001%
Invalid votes/Abstained	6	7,013,274	0	0	6	7,013,274	-

Item No. 1(B): Ordinary Resolution

The consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2018, the Balance Sheet as at that date, together with the Report of the 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	350	894,328,718	99	372,035,718	449	1,266,364,436	99.9999%
Votes against the resolution	6	435	1	1,000	7	1,435	0.0001%
Invalid votes/Abstained	6	7,013,274	0	0	6	7,013,274	-

Item No. 2: Ordinary Resolution

To declare dividend on equity shares.

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	356	901,342,122	98	372,035,708	454	1,273,377,830	99.9999%
Votes against the resolution	3	408	2	1,010	5	1,418	0.0001%
Invalid votes/Abstained	2	144	0	0	2	144	-

Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Puneet Nanda (DIN: 02578795), who retires by rotation and, being eligible, offers himself for re-appointment

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	337	901,340,401	99	372,035,718	436	1,273,376,119	99.9998%
Votes against the resolution	20	1,625	1	1,000	21	2,625	0.0002%
Invalid votes/Abstained	6	410	0	0	6	410	-



Item No. 4: Ordinary Resolution

To appoint a Director in place of Mr. Sandeep Batra (DIN: 03620913), who retires by rotation and, being eligible, offers himself for re-appointment.

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	338	901,340,523	99	372,035,718	437	1,273,376,241	99.9998%
Votes against the resolution	17	1,484	1	1,000	18	2,484	0.0002%
Invalid votes/Abstained	6	410	0	0	6	410	-

Item No. 5: Ordinary Resolution

To appoint Mr. R. K. Nair, (DIN: 07225354) as an Independent Director of the Company.

Particulars	Remote e-voting		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	340	901,070,564	99	372,035,718	439	1,273,106,282	99.9786%
Votes against the resolution	16	271,443	1	1,000	17	272,443	0.0214%
Invalid votes/Abstained	6	410	0	0	6	410	-

Item No. 6: Ordinary Resolution

To appoint Mr. Dileep Choksi, (DIN: 00016322) as an Independent Director of the Company

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	288	871,874,710	99	372,035,718	387	1,243,910,428	97.6858%
Votes against the resolution	66	29,467,287	1	1,000	67	29,468,287	2.3142%
Invalid votes/Abstained	7	420	0	0	7	420	-

Item No. 7: Ordinary Resolution

To appoint Mr. Raghunath Hariharan, (DIN: 08007442) as a Director of the Company.

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	321	888,742,002	98	372,035,630	419	1,260,777,632	99.0104%
Votes against the resolution	35	12,600,005	2	1,088	37	12,601,093	0.9896%
Invalid votes/Abstained	6	410	0	0	6	410	-



Item No. 8: Ordinary Resolution

To re-appoint and revise remuneration of Mr. Sandeep Bakhshi (DIN: 00109206) (M.D & C.E.O).

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	330	899,624,887	99	372,035,718	429	1,271,660,605	99.9567%
Votes against the resolution	19	550,380	1	1,000	20	551,380	0.0433%
Invalid votes/Abstained	12	1,167,150	0	0	12	1,167,150	-

Item No. 9: Ordinary Resolution

To revise remuneration of Mr. Puneet Nanda (DIN: 02578795) (Executive Director).

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	329	900,790,641	99	372,035,718	428	1,272,826,359	99.9566%
Votes against the resolution	26	551,416	1	1,000	27	552,416	0.0434%
Invalid votes/Abstained	6	360	0	0	6	360	-

Item No. 10: Ordinary Resolution

To revise remuneration of Mr. Sandeep Batra (DIN: 03620913) (Executive Director).

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	330	900,790,741	99	372,035,718	429	1,272,826,459	99.9566%
Votes against the resolution	25	551,316	1	1,000	26	552,316	0.0434%
Invalid votes/Abstained	6	360	0	0	6	360	-

Item No. 11: Ordinary Resolution

To appoint Mr. N. S. Kannan (DIN: 00066009) as Managing Director & CEO of the Company

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	319	893,429,936	98	372,035,674	417	1,265,465,610	99.3876%
Votes against the resolution	33	7,796,785	2	1,044	35	7,797,829	0.6124%
Invalid votes/Abstained	9	115,696	0	0	9	115,696	-



Item No. 12: Ordinary Resolution

To appoint Mr. Sandeep Bakhshi (DIN: 00109206) as the Non-Executive Director of the Company

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	343	901,226,023	98	372,035,674	441	1,273,261,697	99.9999%
Votes against the resolution	10	818	2	1,044	12	1,862	0.0001%
Invalid votes/Abstained	8	115,576	0	0	8	115,576	-

