

August 25, 2018

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,

Sub: Declaration of results of postal ballot alongwith report issued by the scrutiniser

Pursuant to the provisions of section 110 of the Companies Act, 2013 and the rules framed thereunder, the Company had, through postal ballot, requested the members to:

1. Ratify the appointment and remuneration of Mr. N. S. Kannan (DIN: 00066009) as the Managing Director and CEO of the Company.
2. Ratify of the appointment of Mr. Sandeep Bakhshi (DIN: 00109206) as the non-executive Director of the Company.
3. Approve the revised remuneration of Mr. Puneet Nanda (DIN: 02578795), Executive Director designated as Deputy Managing Director of the Company.

The last date for receipt of physical postal ballot forms and for e-voting was August 24, 2018.

M/s. Mehta & Mehta, Company Secretaries, which was appointed as the scrutiniser for the postal ballot process, has submitted their report dated August 24, 2018. According to the report, all the resolutions contained in the notice of postal ballot dated July 11, 2018 were approved by the members with requisite majority.

In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR), we hereby enclose the voting results of the postal ballot alongwith the scrutiniser's report.

Thanking you,

Yours sincerely,

For ICICI Prudential Life Insurance Company Limited



Vyoma Manek
Company Secretary
ACS 20384

Encl: As above

Company Name	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
Date of the Postal Ballot	July 11, 2018 (Voting start date: July 25, 2018 09:00 hours to August 24, 2018 17:00 Hours)
Total number of shareholders on record date	346734
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	Not Applicable
Public:	
No. of Shareholders attended the meeting through Video	Not Applicable
Promoters and Promoter Group:	0
Public:	0

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of the appointment and remuneration of Mr. N. S. Kannan (DIN: 00066009) as the Managing Director and 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
Promoter and Promoter Group	E-Voting	1129890388	1129890388	100.0000	1129890388	0	100.0000	0.0000
	Poll	1129890388	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1129890388	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	185030065	115506008	62.4255	113655898	1850110	98.3982	1.6017
	Poll	185030065	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	185030065	995000	0.5378	995000	0	100.0000	0.0000
Public- Non Institutions	E-Voting	120634582	67126946	55.6449	67116381	10565	99.9842	0.0157
	Poll	120634582	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	120634582	42805	0.0355	42112	693	98.3810	1.6189
Total		1435555035	1313561147	91.5020	1311699779	1861368	99.8583	0.1417

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of the 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
Promoter and Promoter Group	E-Voting	1129890388	1129890388	100.0000	1129890388	0	100.0000	0.0000
	Poll	1129890388	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1129890388	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	185030065	115506008	62.4255	115506008	0	100.0000	0.0000
	Poll	185030065	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	185030065	995000	0.5378	995000	0	100.0000	0.0000



	E-Voting	120634582	67126809	55.6447	67118993	7816	99.9883	0.0116
	Poll	120634582	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	120634582	42667	0.0354	41974	693	98.3757	1.6242
	Total	1435555035	1313560872	91.5020	1313552363	8509	99.9994	0.0006

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of revised remuneration of Mr. Puneet Nanda (DIN: 02578795), Executive Director designated as Deputy Managing 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
Promoter and Promoter Group	E-Voting	1129890388	1129890388	100.0000	1129890388	0	100.0000	0.0000
	Poll	1129890388	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1129890388	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	185030065	115506008	62.4255	115506008	0	100.0000	0.0000
	Poll	185030065	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	185030065	995000	0.5378	995000	0	100.0000	0.0000
Public- Non Institutions	E-Voting	120634582	67125431	55.6436	67112416	13015	99.9806	0.0193
	Poll	120634582	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	120634582	42667	0.0354	41913	754	98.2328	1.7671
	Total	1435555035	1313559494	91.5019	1313545725	13769	99.9990	0.0010

For ICICI Prudential Life Insurance Company Limited

Vyoma Manek
Vyoma Manek
Company Secretary



Vyoma Manek

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@mehtha-mehtha.com • Visit us : www.mehtha-mehtha.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

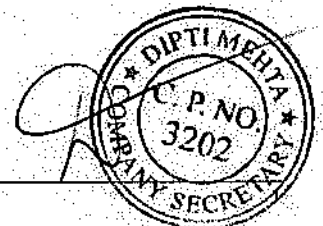
To,
The Chairman
ICICI Prudential Life Insurance Company Limited

Dear Sir,

Report on Postal Ballot Voting of ICICI Prudential Life Insurance Company Limited ("the Company")

I, Dipti Atul Mehta, Partner, 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 ("the Company") for the purpose of conducting the Postal Ballot / remote e-voting process carried out by the Company as per Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 on resolutions as mentioned in the Notice of Postal Ballot dated July 11, 2018 in a fair and transparent manner and do hereby submit my report as under:

1. The dispatch of Postal Ballot Notice alongwith the Postal Ballot form was completed on July 23, 2018.
2. The e-voting period commenced on Wednesday, July 25, 2018 (09.00 a.m. IST) and ended on Friday, August 24, 2018 (05:00 p.m. IST).
3. The last date for receipt of Postal Ballot Forms was Friday, August 24, 2018 (05:00 p.m. IST).
4. The Members holding shares as on the "cut off" date i.e. Wednesday, July 11, 2018 were entitled to vote on the proposed resolution.



5. The physical postal ballots received till the time fixed for closing of the postal ballot i.e. 05:00 p.m. IST on Friday, August 24, 2018 were scrutinized and signatures of Members who had cast their votes were verified with their specimen signatures registered with Registrar and Transfer Agent ("RTA") and as provided by the depositories.
6. None of the incomplete, unsigned or incorrect Postal Ballot form has been considered.
7. The votes casted by the Members were scrutinized for the purpose of eliminating duplicate voting i.e. postal ballot form as well as remote e-voting and in case of votes casted by Members in both the modes; the votes casted through remote e-voting prevailed as set forth in the Postal Ballot Notice.
8. The result of the scrutiny of the above postal ballot voting including remote e-voting in respect of passing of resolutions contained in the notice dated July 11, 2018, through Postal Ballot, is as under:
 - a. **Ordinary Resolution – Item No. 1 – Ratification of the appointment and remuneration of Mr. N. S. Kannan (DIN: 00066009) as the Managing Director and CEO of the Company:**

Voted in favour of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
1085	1311699779	99.8583%

Votes against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
128	1861368	0.1417%

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
45	11954



- b. Ordinary Resolution - Item No. 2 – Ratification of the appointment of Mr. Sandeep Bakhshi (DIN: 00109206) as the Non-executive Director of the Company:

Voted in favour of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
1103	1313552363	99.9994

Voted against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
106	8509	0.0006

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
46	11998

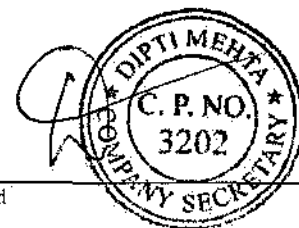
- c. Ordinary Resolution - Item No. 3 – Approval of revised remuneration of Mr. Puneet Nanda (DIN: 02578795), Executive Director designated as Deputy Managing Director of the Company:

Voted in favour of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
1036	1313545725	99.9990

Voted against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
164	13769	0.0010




Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
46	11998

9. The resolution has been passed by requisite majority since more than three-fourth of the votes are being casted in favour of the resolution.
10. The postal ballot forms and other related papers will be handed over to the Company for safe custody of the same after the Chairman signs the minutes of Postal Ballot process.

Thanking you,

Yours faithfully,
For Mehta & Mehta
Company Secretaries


Dipti Atul Mehta
Partner

FCS : 3667
CP No : 3202
Date : August 24, 2018
Place : Mumbai

Countersigned by



Person Authorised