

August 8, 2020

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 20th Annual General Meeting ("AGM") of ICICI Prudential Life Insurance Company Limited ("the Company") was held on Friday, August 7, 2020, at 3.30 p.m. (IST), through Video Conference (VC) / Other Audio Visual Means (OAVM) ("e-AGM"), in accordance with Ministry of Corporate Affairs (MCA), vide Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 ("MCA Circulars") and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 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, as amended and under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR), 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 July 31, 2020, being the cut-off date, by National Securities Depository Limited ("NSDL"). The remote e-voting commenced at 9:00 a.m. (IST) on Monday, August 3, 2020 and ended at 5:00 p.m. (IST) on Thursday, August 6, 2020. To facilitate the members who could not cast their vote through the remote e-voting, the Company had extended the facility for electronic voting during 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



Vyoma Manek
Company Secretary
ACS 20384

Encl.: As above

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Summary of proceedings of 20th Annual General Meeting of ICICI Prudential Life Insurance Company Limited (“Company”)

The 20th Annual General Meeting (‘AGM’ or ‘Meeting’) of the members of ICICI Prudential Life Insurance Company Limited (the Company) was held on Friday, August 7, 2020 at 3:30 p.m. (IST) through Video Conference (‘VC’)/ Other Audio Visual Means (‘OAVM’) (“e-AGM”). 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 20/2020 dated May 5, 2020, 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (‘MCA’) (“MCA Circulars”) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI.

Mr. M. S. Ramachandran, Chairman of the Company (“Chairman”), chaired the Meeting.

The Meeting was attended by 150 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 New Delhi.
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. Raghunath Hariharan, non-executive Director nominated by Prudential Corporation Holdings Limited, participated in the Meeting from Hong Kong.
9. Mr. N. S. Kannan, Managing Director & CEO, participated in the Meeting from the Company’s office in Mumbai.

Mr. Judhajit Das, Chief Human Resources, Mr. Amit Palta, Chief Distribution Officer, Mr. Satyan Jambunathan, Chief Financial Officer, Mr. Manish Kumar, Chief Investment Officer, Mr. Deepak Kinger, Chief Risk & Compliance Officer, Ms. Asha Murali, Appointed Actuary and Ms. Vyoma Manek, Company Secretary were in attendance, from Mumbai.

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Mr. Sudhir Pillai, Partner - Walker Chandiook & Co. LLP and Mr. Kapil Goenka, the authorised representative of 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. Vyoma Manek, Company Secretary, welcomed the members for attending the 20th 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. Vyoma Manek 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 20th AGM ("Notice").

The requisite quorum as per the Companies Act, 2013 (CA2013) being present, the Chairman declared the Meeting to be in order and welcomed the members attending the Meeting. The Chairman thereafter introduced all the Directors 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 June 11, 2020, was emailed 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, 2020, 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.

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

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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 July 31, 2020, it being the cut-off date, by National Securities Depository Limited. The remote e-voting commenced at 9:00 a.m. (IST) on Monday, August 3, 2020 and ended at 5:00 p.m. (IST) on Thursday, August 6, 2020.

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 the Board of Directors of the Company had appointed Mehta & Mehta, Practicing Company Secretaries, as the Scrutiniser, to scrutinise the entire e-voting process in a fair and transparent manner and that Ms. Ashwini Mohit Inamdar representing Mehta & Mehta, was present 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 many registered speakers were not present and many though not having spoken had 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 with 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 during the Meeting, by announcing the results 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 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 4.49 p.m.

After 30 minutes, Ms. Vyoma Manek, 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:

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- a. The standalone Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2020, the Balance Sheet as at that date, together with the Reports of the Directors and Auditors. (Ordinary Resolution)
- b. The consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2020, the Balance Sheet as at that date, together with the Reports of the Auditors. (Ordinary Resolution)
2. To appoint a Director in place of Mr. Sandeep Batra (DIN: 03620913), who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)
3. 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 2020-21. (Ordinary Resolution)

Special Business:

4. To approve the remuneration payable to Mr. N. S. Kannan (DIN: 00066009) (Managing Director & CEO), with effect from April 1, 2020. (Ordinary Resolution)
5. To approve the remuneration payable to Mr. Puneet Nanda (DIN: 02578795) (wholetime Director, designated as Deputy Managing Director), on a proportionate basis for the period effective from April 1, 2020 to June 14, 2020. (Ordinary Resolution)
6. To re-appoint Mr. M. S. Ramachandran (DIN: 00943629) as an Independent Director of the Company for a second term of five consecutive years). (Special Resolution)
7. To continue the directorship of Mr. M. S. Ramachandran (DIN: 00943629) as an Independent Director of the Company as he had attained the age of seventy five (75) years. (Special Resolution)

Based on the consolidated Scrutiniser's report dated August 8, 2020, 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



Vyoma Manek
Company Secretary
ACS 20384

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	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
Date of the AGM/EGM	07-08-2020
Total number of shareholders on record date	360095
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	148

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - a. Adoption of standalone Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2020, the BalanceSheet as at that date, together with the Reports of the Directors and Auditors. b. Adoption of consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2020, the BalanceSheet 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	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 during 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	292,977,622	220,653,032	75.3140	220,653,032	0	100.0000	0.0000	0	0
	Electronic voting during 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		220,653,032	75.314	220,653,032	0	100.0000	0.0000	0	0
Public- Non Institutions	Remote e-Voting	87,772,586	35,480,168	40.4228	35,478,773	1,395	99.9960	0.0039	0	0
	Electronic voting during the AGM		31,178	0.0355	31,178	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		35,511,346	40.4583	35,509,951	1,395	99.9961	0.0039	0	0
	Total	1,435,872,991	1,311,287,161	91.3233	1,311,285,766	1,395	99.9999	0.0001	0	0

Resolution No.	2									
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	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 during 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	292,977,622	224,103,759	76.4918	210,028,227	14,075,532	93.7191	6.2808	0	0
	Electronic voting during the AGM		106,367	0.0363	106,367	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		224,210,126	76.5281	210,134,594	14,075,532	93.7222	6.2778	0	0
Public- Non Institutions	Remote e-Voting	87,772,586	35,479,179	40.4217	35,469,592	9,587	99.9729	0.0270	0	0
	Electronic voting during the AGM		31,178	0.0355	31,153	25	99.9198	0.0801	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		35,510,357	40.4572	35,500,745	9,612	99.9729	0.0271	0	0
	Total	1,435,872,991	1,314,843,266	91.5710	1,300,758,122	14,085,144	98.9288	1.0712	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of audit remuneration of Joint Statutory 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 during 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	292,977,622	225,991,354	77.1360	225,684,588	306,766	99.8642	0.1357	0	0
	Electronic voting during the AGM		106,367	0.0363	0	106,367	0.0000	100.0000	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		226,097,721	77.1723	225,684,588	413,133	99.8173	0.1827	0	0
Public- Non Institutions	Remote e-Voting	87,772,586	35,479,690	40.4223	35,474,915	4,775	99.9865	0.0134	0	0
	Electronic voting during the AGM		31,178	0.0355	31,178	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		35,510,868	40.4578	35,506,093	4,775	99.9866	0.0134	0	0
	Total	1,435,872,991	1,316,731,372	91.7025	1,316,313,464	417,908	99.9683	0.0317	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of remuneration payable to Mr. N. S. Kannan (DIN 00066009), Managing Director and CEO with effect from April 1, 2020.									
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 during 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	292,977,622	225,991,354	77.1360	215,131,530	10,859,824	95.1945	4.8054	0	0
	Electronic voting during the AGM		106,367	0.0363	106,367	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		226,097,721	77.1723	215,237,897	10,859,824	95.1968	4.8032	0	0
Public- Non Institutions	Remote e-Voting	87,772,586	35,281,692	40.1967	35,262,370	19,322	99.9452	0.0547	0	0
	Electronic voting during the AGM		31,178	0.0355	31,167	11	99.9647	0.0352	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		35,312,870	40.2322	35,293,537	19,333	99.9453	0.0547	0	0
	Total	1,435,872,991	1,316,533,374	91.6887	1,305,654,217	10,879,157	99.1737	0.8263	0	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of remuneration payable to Mr. Puneet Nanda (DIN 02578795), wholetime Director designated as Deputy Managing Director , on a proportionate basis for the period effective from April 1, 2020 to June 14, 2020									
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 during 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	292,977,622	225,991,354	77.1360	225,285,453	705,901	99.6876	0.3123	0	0
	Electronic voting during the AGM		106,367	0.0363	106,367	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		226,097,721	77.1723	225,391,820	705,901	99.6878	0.3122	0	0
Public- Non Institutions	Remote e-Voting	87,772,586	35,477,901	40.4203	35,458,250	19,651	99.9446	0.0553	0	0
	Electronic voting during the AGM		31,178	0.0355	31,167	11	99.9647	0.0352	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		35,509,079	40.4558	35,489,417	19,662	99.9446	0.0554	0	0
	Total	1,435,872,991	1,316,729,583	91.7024	1,316,004,020	725,563	99.9449	0.0551	0	0

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for re-appointment of Mr. M. S. Ramachandran (DIN 00943629) as an Independent Director of the Company for a second term of five consecutive years.									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	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 during 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	292,977,622	223,986,539	76.4518	217,107,456	6,879,083	96.9287	3.0712	0	0
	Electronic voting during the AGM		106,367	0.0363	106,367	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		224,092,906	76.4881	217,213,823	6,879,083	96.9303	3.0697	0	0
Public- Non Institutions	Remote e-Voting	87,772,586	35,479,260	40.4218	35,466,429	12,831	99.9638	0.0361	0	0
	Electronic voting during the AGM		31,178	0.0355	31,178	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		35,510,438	40.4573	35,497,607	12,831	99.9639	0.0361	0	0
	Total	1,435,872,991	1,314,726,127	91.5628	1,307,834,213	6,891,914	99.4758	0.5242	0	0

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for continuation of directorship of Mr. M. S. Ramachandran (DIN 00943629) as an Independent Director of the Company during the re-appointed term as he has attained 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 during 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	0.0000	0
Public- Institutions	Remote e-Voting	292,977,622	223,986,539	76.4518	217,107,456	6,879,083	96.9287	3.0712	0	0
	Electronic voting during the AGM		106,367	0.0363	106,367	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		224,092,906	76.4881	217,213,823	6,879,083	96.9303	3.0697	0	0
Public- Non Institutions	Remote e-Voting	87,772,586	35,478,387	40.4208	35,463,857	14,530	99.9590	0.0409	0	0
	Electronic voting during the AGM		31,178	0.0355	31,178	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		35,509,565	40.4563	35,495,035	14,530	99.9591	0.0409	0	0
Total	1,435,872,991	1,314,725,254	91.5628	1,307,831,641	6,893,613	99.4757	0.5243	0	0	

All the above 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
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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]


The Chairman
ICICI Prudential Life Insurance Company Limited

20th Annual General Meeting ("AGM") of the Members of the ICICI Prudential Life Insurance Company Limited held on Friday, August 7, 2020 at 03.30 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")

Dear Sir,

I, **Atul Mehta** Practicing Company Secretary and Partner, M/s. Mehta & Mehta, Company Secretaries, appointed by the Board of Directors of the **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 MCA General Circular No.17/2020 dated 13th April, 2020 ("Circular") for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting means at the 20th Annual General Meeting ("AGM") of the Company in respect of the Resolutions as set out in the Notice, 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 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, July 31, 2020. ("cut-off date").
3. The period for remote e-voting commenced on Monday, August 03, 2020 at 9:00 a.m. (IST) and ended on Thursday, August 06, 2020, at 5:00 p.m. (IST). The Remote e-voting module was disabled by of NSDL for voting thereafter.
4. The facility for voting through electronic voting means 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 Pratima Vaibhav Sanghvi and Rajesh Krishna Kamble 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 <https://www.evoting.nsdl.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



Atul Mehta
Scrutinizer
FCS No: 5782
CP No: 2486

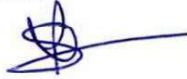


Place: Mumbai
Date: August 08, 2020

UDIN: F005782B000562173

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from NSDL e-voting website <https://www.evoting.nsdl.com> in our presence on Friday, August 07, 2020.



Name : Pratima Vaibhav Sanghvi
Address : 1603, Shatrunjay Tower,
Parel East, Mumbai - 400012



Name : Rajesh Krishna Kamble
Address : R. No. 24, 22nd Transit Camp,
Marriamma Thorat Nagar, Dr. A
B Road, Worli, Mumbai - 400018

Counter signed by

VYOMA

VIJAY MANEK

Digitally signed by
VYOMA VIJAY MANEK
Date: 2020.08.08
16:05:35 +05'30'

Vyoma Manek.
Company Secretary
Membership No: A20384
(Person authorized by the Chairman)

Item No. 1: Ordinary Resolution

To receive, consider and adopt:

- a. The standalone Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2020, the Balance Sheet as at that date, together with the Reports of the Directors and Auditors.
b. The consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2020, the Balance Sheet as at that date, together with the Reports 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	1778	1311254588	20	31178	1798	1,311,285,766	99.9999%
Votes against the resolution	26	1395	0	0	26	1,395	0.0001%
Invalid votes/Abstained	0	0	0	0	0	0	-

Item No. 2: Ordinary Resolution

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

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	1633	1300620602	20	137520	1653	1,300,758,122	98.9288%
Votes against the resolution	161	14085119	1	25	162	14,085,144	1.0712%
Invalid votes/Abstained			0	0	0	0	-

Item No. 3: Ordinary Resolution

To consider and fix the remuneration of Joint Statutory 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	1729	1316282286	20	31178	1749	1316313464	99.9683%
Votes against the resolution	71	311541	1	106,367	72	417908	0.0317%
Invalid votes/Abstained	0	0	0	0	0	0	-



Item No. 4: Ordinary Resolution

To fix the remuneration of Mr. N. S. Kannan (DIN: 00066009), Managing Director & Chief Executive Officer ("MD & CEO")

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	1582	1305516683	20	137534	1602	1,305,654,217	99.1737%
Votes against the resolution	215	10879146	1	11	216	10,879,157	0.8263%
Invalid votes/Abstained	0	0	0	0	0	0	-

Item No. 5: Ordinary Resolution

To fix the remuneration of Mr. Puneet Nanda (DIN: 02578795), Wholtime Director, designated as Deputy Managing 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	1625	1315866485	20	137534	1645	1,316,004,019	99.9449%
Votes against the resolution	170	725552	1	11	171	725,563	0.0551%
Invalid votes/Abstained	0	0	0	0	0	0	-

Item No. 6: Special Resolution

To re-appoint Mr. M. S. Ramachandran Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from June 29, 2021 to June 28, 2026.

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	1662	1307696668	21	137545	1683	1,307,834,213	99.4758%
Votes against the resolution	133	6891914	0	0	133	6,891,914	0.5242%
Invalid votes/Abstained	0	0	0	0	0	0	-



Item No. 7: Special Resolution

Continuation of the directorship of Mr. M. S. Ramachandran (DIN: 00943629) after attaining the age of seventy five (75) years, as an Independent Director of the Company, till June 28, 2026 in terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and

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	1648	1307694096	21	137545	1669	1,307,831,641	99.4757%
Votes against the resolution	143	6893613	0	0	143	6,893,613	0.5243%
Invalid votes/Abstained	0	0	0	0	0	0	-

