

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: Consolidated report issued by the Scrutiniser pursuant to Section 108 of the Companies Act, 2013 and rules made thereunder**

The 20<sup>th</sup> 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 remote e-voting, the Company had extended the facility for electronic voting during the AGM.

Accordingly, please find attached the consolidated report issued by 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**

**ICICI Prudential Life Insurance Company Limited**

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

Regd. Office : ICICI PruLife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025. India. Visit us at [www.iciciprulife.com](http://www.iciciprulife.com)

Phone: +91 22 5039 1600, Fax: +91 22 2422 4484, Email: [corporate@iciciprulife.com](mailto:corporate@iciciprulife.com)

CIN : L66010MH2000PLC127837

# 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

### 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**

**20<sup>th</sup> 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 20<sup>th</sup> 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

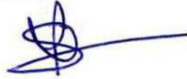


Place: Mumbai  
Date: August 08, 2020

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, 22<sup>nd</sup> 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 &amp; Chief Executive Officer ("MD &amp; 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), Wholetime 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	-

