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

|   |  |                        |                         |  |                              |                            |  |  |               |                 |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|
| Resolution No.  | 1  |                        |                         |  |                              |                            |  |  |               |                 |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY -<br>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.<br>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               |
|   | <b>Total</b>   |                        | <b>1,055,122,783</b>    | <b>100.0000</b>  | <b>1,055,122,783</b>         | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>  | <b>0</b>      | <b>0</b>        |
| 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               |
|   | <b>Total</b>   |                        | <b>220,653,032</b>      | <b>75.314</b>  | <b>220,653,032</b>           | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>  | <b>0</b>      | <b>0</b>        |
| 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               |
|   | <b>Total</b>   |                        | <b>35,511,346</b>       | <b>40.4583</b>   | <b>35,509,951</b>            | <b>1,395</b>               | <b>99.9961</b>   | <b>0.0039</b>  | <b>0</b>      | <b>0</b>        |
|   | <b>Total</b>   | <b>1,435,872,991</b>   | <b>1,311,287,161</b>    | <b>91.3233</b>   | <b>1,311,285,766</b>         | <b>1,395</b>               | <b>99.9999</b>   | <b>0.0001</b>  | <b>0</b>      | <b>0</b>        |

|   |   |                        |                         |  |                              |                            |  |  |               |                 |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|
| 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               |
|   | <b>Total</b>  |                        | <b>1,055,122,783</b>    | <b>100.0000</b>  | <b>1,055,122,783</b>         | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>  | <b>0</b>      | <b>0</b>        |
| 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               |
|   | <b>Total</b>  |                        | <b>224,210,126</b>      | <b>76.5281</b>   | <b>210,134,594</b>           | <b>14,075,532</b>          | <b>93.7222</b>   | <b>6.2778</b>  | <b>0</b>      | <b>0</b>        |
| 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               |
|   | <b>Total</b>  |                        | <b>35,510,357</b>       | <b>40.4572</b>   | <b>35,500,745</b>            | <b>9,612</b>               | <b>99.9729</b>   | <b>0.0271</b>  | <b>0</b>      | <b>0</b>        |
|   | <b>Total</b>  | <b>1,435,872,991</b>   | <b>1,314,843,266</b>    | <b>91.5710</b>   | <b>1,300,758,122</b>         | <b>14,085,144</b>          | <b>98.9288</b>   | <b>1.0712</b>  | <b>0</b>      | <b>0</b>        |

| 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               |
|   | <b>Total</b>  |                        | <b>1,055,122,783</b>    | <b>100.0000</b>  | <b>1,055,122,783</b>         | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>   | <b>0</b>      | <b>0</b>        |
| 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               |
|   | <b>Total</b>  |                        | <b>226,097,721</b>      | <b>77.1723</b>   | <b>225,684,588</b>           | <b>413,133</b>             | <b>99.8173</b>   | <b>0.1827</b>   | <b>0</b>      | <b>0</b>        |
| 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               |
|   | <b>Total</b>  |                        | <b>35,510,868</b>       | <b>40.4578</b>   | <b>35,506,093</b>            | <b>4,775</b>               | <b>99.9866</b>   | <b>0.0134</b>   | <b>0</b>      | <b>0</b>        |
|   | <b>Total</b>  | <b>1,435,872,991</b>   | <b>1,316,731,372</b>    | <b>91.7025</b>   | <b>1,316,313,464</b>         | <b>417,908</b>             | <b>99.9683</b>   | <b>0.0317</b>   | <b>0</b>      | <b>0</b>        |

| 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               |
|   | <b>Total</b>  |                        | <b>1,055,122,783</b>    | <b>100.0000</b>  | <b>1,055,122,783</b>         | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>  | <b>0</b>      | <b>0</b>        |
| 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               |
|   | <b>Total</b>  |                        | <b>226,097,721</b>      | <b>77.1723</b>   | <b>215,237,897</b>           | <b>10,859,824</b>          | <b>95.1968</b>   | <b>4.8032</b>  | <b>0</b>      | <b>0</b>        |
| 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               |
|   | <b>Total</b>  |                        | <b>35,312,870</b>       | <b>40.2322</b>   | <b>35,293,537</b>            | <b>19,333</b>              | <b>99.9453</b>   | <b>0.0547</b>  | <b>0</b>      | <b>0</b>        |
|   | <b>Total</b>  | <b>1,435,872,991</b>   | <b>1,316,533,374</b>    | <b>91.6887</b>   | <b>1,305,654,217</b>         | <b>10,879,157</b>          | <b>99.1737</b>   | <b>0.8263</b>  | <b>0</b>      | <b>0</b>        |

|   |   |                        |                         |  |                              |                            |  |  |               |                 |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|
| 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               |
|   | <b>Total</b>  |                        | <b>1,055,122,783</b>    | <b>100.0000</b>  | <b>1,055,122,783</b>         | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>  | <b>0</b>      | <b>0</b>        |
| 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               |
|   | <b>Total</b>  |                        | <b>226,097,721</b>      | <b>77.1723</b>   | <b>225,391,820</b>           | <b>705,901</b>             | <b>99.6878</b>   | <b>0.3122</b>  | <b>0</b>      | <b>0</b>        |
| 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               |
|   | <b>Total</b>  |                        | <b>35,509,079</b>       | <b>40.4558</b>   | <b>35,489,417</b>            | <b>19,662</b>              | <b>99.9446</b>   | <b>0.0554</b>  | <b>0</b>      | <b>0</b>        |
|   | <b>Total</b>  | <b>1,435,872,991</b>   | <b>1,316,729,583</b>    | <b>91.7024</b>   | <b>1,316,004,020</b>         | <b>725,563</b>             | <b>99.9449</b>   | <b>0.0551</b>  | <b>0</b>      | <b>0</b>        |

|   |   |                        |                         |  |                              |                            |  |  |               |                 |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|-----------------|
| 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               |
|   | <b>Total</b>  |                        | <b>1,055,122,783</b>    | <b>100.0000</b>  | <b>1,055,122,783</b>         | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>  | <b>0.0000</b> | <b>0</b>        |
| 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               |
|   | <b>Total</b>  |                        | <b>224,092,906</b>      | <b>76.4881</b>   | <b>217,213,823</b>           | <b>6,879,083</b>           | <b>96.9303</b>   | <b>3.0697</b>  | <b>0</b>      | <b>0</b>        |
| 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               |
|   | <b>Total</b>  |                        | <b>35,509,565</b>       | <b>40.4563</b>   | <b>35,495,035</b>            | <b>14,530</b>              | <b>99.9591</b>   | <b>0.0409</b>  | <b>0</b>      | <b>0</b>        |
| <b>Total</b>  | <b>1,435,872,991</b>  | <b>1,314,725,254</b>   | <b>91.5628</b>          | <b>1,307,831,641</b>                                       | <b>6,893,613</b>             | <b>99.4757</b>             | <b>0.5243</b>  | <b>0</b>   | <b>0</b>      |                 |

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  
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 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

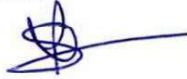


Place: Mumbai  
Date: August 08, 2020

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), 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   | -   |

