

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS



Please scan this QR code to view the RHP

This is an abridged prospectus containing salient features of the red herring prospectus of ICICI Prudential Asset Management Company Limited (the "Company") dated December 5, 2025 filed with the Registrar of Companies, Delhi and Haryana at Delhi (the "RHP" or "Red Herring Prospectus"). You are encouraged to read greater details available in the RHP, which is available at <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=3&ssid=15&smid=11>. Unless otherwise specified all capitalised terms used herein and not specifically defined bear the same meaning as ascribed to them in the RHP. This abridged prospectus is not for distribution outside India.

THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF BID CUM APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP (if in India), the preliminary international wrap dated December 5, 2025 together with the RHP (the "Preliminary Offering Memorandum") (if outside India), this abridged prospectus ("Abridged Prospectus") and the general information document for investing in public offers ("GID") undertaken through the Book Building Process before applying in the Offer. The investors are advised to retain a copy of the RHP/Abridged Prospectus / Preliminary Offering Memorandum/ GID for their future reference. You may obtain a physical copy of the Bid cum Application Form and the RHP from the Stock Exchanges, Members of the Syndicate, Registrar to the Offer, Registrar and Share Transfer Agents ("RTAs"), Collecting Depository Participants ("CDPs"), Registered Brokers, Bankers to the Offer, Investors' Associations or Self Certified Syndicate Banks ("SCSBs"). You may also download the RHP from the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in, the websites of National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), and together with NSE, the "Stock Exchanges" at www.nseindia.com and www.bseindia.com, respectively, and the websites of our Company at www.icicipruamc.com and at the website of the BRLMs at www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm; www.icicisecurities.com; www.morganstanley.com/india; www.goldmansachs.com; <https://business.bofa.com/bofas-india>; www.avendus.com; www.axiscapital.co.in; www.bnpparibas.co.in; www.india.cla.com; www.hdfc.bank.in; www.iiflcap.com; www.jmfl.com; <https://investmentbank.kotak.com>; www.motilaloswalgroup.com; www.nomuraholdings.com/company/group/asia/india/index.html; www.nuvama.com; www.sbics.com and www.ubs.com/indiaoffers respectively.



ICICI PRUDENTIAL ASSET MANAGEMENT COMPANY LIMITED

Corporate Identity Number: U99999DL1993PLC054135; Date of Incorporation: June 22, 1993

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
12 th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi 110 001, Delhi, India	ICICI Prudential Mutual Fund Tower, Vakola, Santacruz East, Mumbai 400 055, Maharashtra, India	Rakesh Shetty Chief Compliance Officer & Company Secretary	Email: amcinvestors@icicipruamc.com Tel: +91 022 2651 5000	www.icicipruamc.com

THE PROMOTERS OF OUR COMPANY ARE ICICI BANK LIMITED AND PRUDENTIAL CORPORATION HOLDINGS LIMITED

DETAILS OF THE OFFER TO THE PUBLIC

Type	Fresh Issue Size	Offer for Sale size	Total Offer size	Eligibility and Reservations	Share Reservation among QIBs, NIBs, RIBs and Shareholders			
					QIBs	NIBs	RIBs	ICICI Bank Shareholders Reservation Portion
Offer for Sale	Not applicable	Up to 48,972,994 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	Up to 48,972,994 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	This Offer is being made in terms of Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). For further details, see "Other Regulatory and Statutory Disclosures – Eligibility for the Offer" on page 397 of the RHP. For details of share reservation among QIBs, NIBs, RIBs and Eligible ICICI Bank Shareholders see "Offer Structure" beginning on page 432 of the RHP.	Not more than 50% of the Net Offer shall be available for allocation to QIBs. However, up to 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to the other QIBs.	Not less than 15% of the Net Offer or the Net Offer less allocation to QIB Bidders and RIBs	Not less than 35% of the Net Offer or Net Offer less allocation to QIBs and NIBs will be available for allocation.	Up to 2,448,649 Equity Shares (constituting up to 5.0% of the Offer), aggregating up to ₹[●] million

These Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. For the purposes of the Offer, the Designated Stock Exchange shall be NSE.

DETAILS OF THE OFFER FOR SALE

Name of the Selling Shareholder	Type	Number of Equity Shares offered/ amount (₹ in million)	Weighted Average Cost of acquisition per Equity Share (in ₹)*^
Prudential Corporation Holdings Limited	Promoter Selling Shareholder	Up to 48,972,994 Equity Shares of face value of ₹1 each aggregating up to ₹ [●] million	2.0

*As certified by S K Patodia & Associates LLP, Chartered Accountants (FRN: 112723W/W100962) by way of their certificate dated December 5, 2025 (UDIN: 25146268BM1YWN2758).

^ As adjusted for sub-division of our Equity Share, pursuant to resolutions passed by our Board and Shareholders on April 12, 2025 and June 4, 2025, respectively. For details, see "Capital Structure" beginning on page 83 of the RHP.

PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES

Price Band ⁽¹⁾	₹ [●] per Equity Share to ₹ [●] per Equity Share of face value of ₹ 1/- each.
Minimum Bid Lot Size	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Offer Opens On	Friday, December 12, 2025
Bid/ Offer Closes On ⁽²⁾	Tuesday, December 16, 2025
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Wednesday, December 17, 2025
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Thursday, December 18, 2025
Credit of Equity Shares to dematerialized accounts of Allottees	On or about Thursday, December 18, 2025
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Friday, December 19, 2025

(1) For details of price band and Basis of Offer Price, please refer to price band advertisement and page 99 of the RHP, respectively.

(2) The UPI mandate end time and date shall be at 3:00 p.m. on the Bid/ Offer Closing Date.

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

* In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular, as partially modified by the SEBI T-3 Circular and SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable, issued by SEBI, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in accordance with SEBI ICDR Master Circular and any subsequent circulars or notifications issued by SEBI in this regard.

WEIGHTED AVERAGE COST OF ACQUISITION OF ALL SHARES TRANSACTED IN ONE YEAR, EIGHTEEN MONTHS AND THREE YEARS IMMEDIATELY PRECEDING THE RED HERRING PROSPECTUS

Period	Weighted Average Cost of Acquisition on a fully diluted basis (in ₹)*±	Cap Price is 'X' times the Weighted Average Cost of Acquisition^*	Range of acquisition price: Lowest Price – Highest Price (in ₹) ±*
Last one year preceding the date of the Red Herring Prospectus	Nil	●	Nil to Nil
Last 18 months preceding the date of the Red Herring Prospectus	Nil	●	Nil to Nil
Last three years preceding the date of the Red Herring Prospectus	Nil	●	Nil to Nil

*As certified by S.K. Putodia & Associates LLP, Chartered Accountants (FRN: 112723W/100962) by way of their certificate dated December 5, 2025 (UDIN: 25146268BMYYW2759).

± Acquisition price of Equity Shares acquired pursuant to the allotment of bonus shares on November 5, 2025 undertaken by our Company is Nil.

*To be updated upon finalisation of Price Band.

The Equity Shares in the Offer have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) in the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in the Red Herring Prospectus as “U.S. QIBs”); for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Red Herring Prospectus as “QIBs”) pursuant to Section 4 (a) of the U.S. Securities Act, and (ii) outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹1 each. The Floor Price, Cap Price and Offer Price, as determined by our Company in consultation with the Book Running Lead Managers in accordance with the SEBI ICDR Regulations, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for Offer Price” beginning on page 99 of the RHP should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the Bidders is invited to “Risk Factors” beginning on page 32 of the RHP.

PROCEDURE

You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the Stock Exchanges, Members of the Syndicate, Registrar to the Offer, Registrar and Share Transfer Agents (“RTAs”), Collecting Depository Participants (“CDPs”), Registered Brokers, Underwriters, Bankers to the Offer, Investors' Associations or Self Certified Syndicate Banks underwriters (“SCSBs”).

If you wish to know about processes and procedures applicable to the Offer, you may request for a copy of the RHP and/or the GID from the Book Running Lead Managers or download it from the websites of NSE and BSE at www.nseindia.com and www.bseindia.com respectively and the website of Book Running Lead Managers at i.e., Citigroup Global Markets India Private Limited at www.online.citibank.co.in/rhtm/citigroupglobalscreen1.html; ICICI Securities Limited at www.icicisecurities.com; Morgan Stanley India Company Private Limited at www.morganstanley.com/india; Goldman Sachs (India) Securities Private Limited at www.goldmansachs.com; BofA Securities India Limited at www.business.bofa.com/bofas-india; Avendus Capital Private Limited at www.avendus.com; Axis Capital Limited at www.axiscapital.co.in; BNP Paribas at www.bnpparibas.co.in; CLSA India Private Limited at www.india.clsa.com; HDFC Bank Limited at www.hdfc.bank.in; IIFL Capital Services Limited (formerly known as IIFL Securities Limited) at www.iiflcap.com; JM Financial Limited at www.jmfl.com; Kotak Mahindra Capital Company Limited at <https://investmentbank.kotak.com>; Motilal Oswal Investment Advisors Limited at www.motilaloswalgroup.com; Nomura Financial Advisory and Securities (India) Private Limited at <https://www.nomuraholdings.com/company/group/asia/nfaspl.html>; Nuvama Wealth Management Limited at www.nuvama.com; SBI Capital Markets Limited at www.sbicaps.com; UBS Securities India Private Limited at www.ubs.com/indiaoffers respectively.

PAST PRICE INFORMATION OF BRLMs

Sr. No.	Issue Name	Name of BRLMs	+/- % change in closing price, +/- % change in closing benchmark*-		
			30 th calendar days from listing	90 th calendar days from listing	180 th calendar days from listing
1	Tenneco Clean Air India Limited	Citi, Axis, JM	Not applicable	Not applicable	Not applicable
2	Pine Labs Limited	Citi, Morgan Stanley, Axis	Not applicable	Not applicable	Not applicable
3	Billionbrains Garage Ventures Limited	Citi, Axis, Kotak, Motilal Oswal	Not applicable	Not applicable	Not applicable
4	Lenskart Solutions Limited	Citi, Avendus, Axis, Morgan Stanley, Kotak	Not applicable	Not applicable	Not applicable
5	Orkla India Limited	Citi, I-SEC, Kotak	-13.60% [+2.88%]	Not applicable	Not applicable
6	LG Electronics India Limited	Citi, Morgan Stanley, BofA	+45.38% [+2.90%]	Not applicable	Not applicable
7	Tata Capital Limited	Citi, I-SEC, BNPP, HDFC, IIFL, Kotak, SBICAPS	-0.11% [+1.85%]	Not applicable	Not applicable
8	Seshaasai Technologies Limited	I-SEC, IIFL, SBICAPS	-11.45% [+5.89%]	Not applicable	Not applicable
9	Jain Resource Recycling Limited	I-SEC, Motilal Oswal	+71.37% [+4.19%]	Not applicable	Not applicable
10	WeWork India Management Limited	I-SEC, JM, Kotak	-2.48% [+0.82%]	Not applicable	Not applicable
11	Studds Accessories Limited	I-SEC, IIFL	-8.33% [+3.00%]	Not applicable	Not applicable
12	Sudeep Pharma Limited	I-SEC, IIFL	NA*	Not applicable	Not applicable
13	Urban Company Limited	Morgan Stanley, Goldman Sachs	+53.8% [+1.4%]	Not applicable	Not applicable
14	HDB Financial Services Limited	Morgan Stanley, Goldman Sachs, BofA, BNPP, Nomura, Nuvama, UBS	+2.5%, [-3.0%]	+1.1%, [-3.6%]	Not applicable

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Sr. No.	Issue Name	Name of BRLMs	+/- % change in closing price, +/- % change in closing benchmark		
			30 th calendar days from listing	90 th calendar days from listing	180 th calendar days from listing
15	Schloss Bangalore Limited	Morgan Stanley, BofA	-6.9% [+3.2%]	-8.2% [-1.3%]	-5.3% [+5.9%]
16	Dr Agarwal's Health Care Limited	Morgan Stanley	+4.0% [-4.4%]	-12.0% [+4.2%]	+12.4% [+5.2%]
17	Physicwallah Limited	Goldman Sachs, Axis, Kotak	Not applicable	Not applicable	Not applicable
18	JSW Cement Limited	Goldman Sachs	+1.17% [+1.96%]	-16.64% [+4.32%]	Not applicable
19	Bajaj Housing Finance Limited	Goldman Sachs, BofA	+99.86% / [-1.29%]	+89.23% [-2.42%]	+64.64% / [-11.77%]
20	Ola Electric Mobility Limited	Goldman Sachs, BofA	+44.17% / [+1.99%]	-2.11% / [+0.48%]	-1.51% / [-2.58%]
21	TBO Tek Limited	Goldman Sachs	+69.94% / [+5.40%]	+84.90% / [+9.67%]	+85.23% / [+8.77%]
22	Swiggy Limited	BofA, Avendus	+29.31% [+4.20%]	-7.15% [-0.75%]	-19.72% [+1.91%]
23	Brainbees Solutions Limited	BofA, Avendus	+ 37.49% + 3.23%	+21.39% [+0.04%]	-10.02% [-2.40%]
24	Rubicon Research Limited	Axis, IIFL, JM, SBICAPS	+47.18% [+1.27%]	-	-
25	Canara Robeco Asset Management Company Limited	Axis, JM, SBICAPS	+9.81% [+1.27%]	-	-
26	Canara HSBC Life Insurance Company Limited	BNPP, JM, Motilal Oswal, SBICAPS	+13.50% [-0.78%]	-	-
27	Aegis Vopak Terminals Limited	BNPP, HDFC	+3.74% [+2.86%]	+5.09% [-1.92%]	-
28	Carraro India Limited	BNPP	-27.73% [-2.91%]	-56.10% [-0.53%]	-38.17% [+7.66%]
29	DOMS Industries Limited	BNPP	+80.59% [+0.97%]	+82.13% [+3.18%]	+143.28% [+9.20%]
30	Fedbank Financial Services Limited	BNPP	-2.75% [7.94%]	-12.39% [10.26%]	-13.43% [13.90%]
31	Oswal Pumps Limited	CLSA	+17.96% [-0.57%]	+29.28% [+0.87%]	NA
32	Unicommerce eSolutions Limited	CLSA	+109.98% [+3.23%]	+89.71% [+0.04%]	+39.56% [-2.40%]
33	Juniper Hotels Limited	CLSA	+43.76% [+1.71%]	+21.22% [+4.47%]	+9.83% [+13.08%]
34	GK Energy Limited	HDFC	44.81% [4.63%]	Not applicable	Not applicable
35	National Securities Depository Limited	HDFC	54.48% [0.22%]	40.72% [4.26%]	Not applicable
36	Transrail Lighting Limited	HDFC	22.45% [-3.19%]	14.25% [-1.79%]	48.37% [4.26%]
37	NTPC Green Energy Limited	HDFC	16.69% [-2.16%]	-8.89% [-7.09%]	3.00% [2.38%]
38	Niva Bupa Health Insurance Company Limited	HDFC	12.97% [5.25%]	8.09% [-1.96%]	14.96% [5.92%]
39	Emmvee Photovoltaic Power Limited	IIFL, Kotak	Not applicable	Not applicable	Not applicable
40	Capillary Technologies India Limited	IIFL, JM, Nomura	Not applicable	Not applicable	Not applicable
41	Fujiyama Power Systems Limited	Motilal Oswal, SBICAPS	Not applicable	Not applicable	Not applicable
42	Midwest Limited	Motilal Oswal	Not applicable	Not applicable	Not applicable
43	Epac Prefab Technologies Limited	Motilal Oswal	29.77% [4.19%]	Not applicable	Not applicable
44	Jaro Institute of Technology Management & Research Limited	Motilal Oswal, Nuvama	-32.12% [5.86%]	Not applicable	Not applicable
45	Anthem Biosciences Limited	Nomura	+43.54% [-0.68%]	+32.87% [+2.13%]	Not applicable
46	Kalpataru Limited	Nomura	-2.83% [-2.69%]	-9.66% [-3.47%]	Not applicable
47	Ather Energy Limited	Nomura	-4.30% [+0.99%]	+8.19% [+0.76%]	+115.56% [+5.51%]
48	Inventurus Knowledge Solutions Limited	Nomura	+40.85% [-3.13%]	+13.77% [-4.67%]	+30.17% [+4.15%]
49	Afcons Infrastructure Limited	Nomura	+6.56% [+1.92%]	+2.03% [-2.03%]	-9.29% [+1.46%]
50	Anand Rathi Share and Stock Brokers Limited	Nuvama	24.03% [5.86%]	Not applicable	Not applicable
51	Solarworld Energy Solutions Limited	Nuvama	-3.59% [5.86%]	Not applicable	Not applicable
52	Vikram Solar Limited	Nuvama, UBS	-1.48% [1.40%]	-13.25% [5.49%]	Not applicable
53	Sambhav Steel Tubes Limited	Nuvama	55.74% [-2.69%]	31.82% [-3.22%]	Not applicable
54	ArisInfra Solutions Limited	Nuvama	-33.84% [-0.72%]	-23.21% [-0.17%]	Not applicable
55	Trualt Bioenergy Limited	SBICAPS	-9.79% [+3.36%]	-	-

Source: www.nseindia.com and www.bseindia.com

1. Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each BRLMs with common issues disclosed once.

2. Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable.

3. Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective issuer at the time of the issue, as applicable.

4. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.

5. Not Applicable - Period not completed

For further details, please refer to "Other Regulatory and Statutory Disclosures — Price Information of past issues handled by the BRLMs" on page 405 of the RHP.

BOOK RUNNING LEAD MANAGERS

Citigroup Global Markets India Private Limited Telephone: +91 22 6175 9999 E-mail: iciciprudentiamcpo@citi.com Investor Grievance e-mail: investors.cgmib@citi.com	ICICI Securities Limited[#] Telephone: +91 22 6807 7100 Email: ipamc.ipo@icicisecurities.com Investor Grievance e-mail: customercare@icicisecurities.com	Morgan Stanley India Company Private Limited Telephone: +91 22 6118 1000 E-mail: icicipruamc_ipo@morganstanley.com Investor Grievance e-mail: investors_india@morganstanley.com	Goldman Sachs (India) Securities Private Limited Telephone: +91 22 6616 9000 Email: icicipruamcipo@gs.com Investor Grievance e-mail: india-client-support@gs.com	BofA Securities India Limited Tel: + 91 22 6632 8000 E-mail: dg.ipru_anc_ipo@bofa.com Investor Grievance e-mail: dg.india_merchantbanking@bofa.com	Avendus Capital Private Limited Telephone: +91 22 6648 0050 E-mail: icicipruamc.ipo@avendus.com Investor Grievance e-mail: investorgrievance@avendus.com
Axis Capital Limited Telephone: +91 22 4325 2183 E-mail: icicipruamc.ipo@axiscap.in Investor Grievance e-mail: complaints@axiscap.in	BNP Paribas Telephone: +91 22 3370 4000 E-mail: DL.icicipruamcipo@bnpparibas.com Investor Grievance e-mail: indiainvestors.care@asia.bnpparibas.com	CLSA India Private Limited Telephone: +91 22 6650 5050 E-mail: ipamc.IPO@clsa.com Investor Grievance e-mail: investor.helpdesk@clsa.com	HDFC Bank Limited Telephone: +91 22 3395 8233 E-mail: icicipruamc.ipo@hdfcbank.com Investor Grievance e-mail: Investor.redressal@hdfcbank.com	IIFL Capital Services Limited (formerly known as IIFL Securities Limited) Telephone: +91 22 4646 4728 E-mail: iciciprudentiamc.ipo@iiflcap.com Investor Grievance e-mail: jig.ib@iiflcap.com	JM Financial Limited Telephone: + 91 22 6630 3030 E-mail: ipamc.ipo@jmfll.com Investor grievance e-mail: grievance.ibd@jmfll.com

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Kotak Mahindra Capital Company Limited Telephone: +91 22 4336 0000 E-mail: iciciprudentiamc.ipo@kotak.com Investor Grievance e-mail: kmccredressal@kotak.com	Motilal Oswal Investment Advisors Limited Telephone: +91 22 7193 4380 E-mail: iciciprudentiamc.ipo@motilaloswal.com Investor Grievance e-mail: moiapredressal@motilaloswal.com	Nomura Financial Advisory and Securities (India) Private Limited Telephone: +91 22 4037 4037 E-mail: icicipruamcipo@nomura.com Investor Grievance e-mail: investorgrievances-in@nomura.com	Nuvama Wealth Management Limited Telephone: +91 22 40094400 E-mail: iciciprudentiamc@nuvama.com Investor Grievance e-mail: customerservice.mb@nuvama.com	SBI Capital Markets Limited Telephone: +91 22 4006 9807 E-mail: iciciprudentiamc.ipo@sbicaps.com Investor Grievance e-mail: investor.relations@sbicaps.com	UBS Securities India Private Limited Telephone: +91 22 6155 6000 E-mail: ol-iciciprudentiamcipo@ubs.com Investor Grievance e-mail: igmbindia@ubs.com
---	---	---	---	---	---

In compliance with the proviso to Regulation 21A of the SEBI Merchant Bankers Regulations and Regulation 23(3) of the SEBI ICDR Regulations, ICICI Securities Limited will be involved only in activities involving marketing in relation to the Offer. ICICI Securities Limited has signed the due diligence certificate and has been disclosed as a Book Running Lead Manager to the Offer.

Name of Syndicate Members	HDFC Securities Limited, Investec Capital Services (India) Private Limited, JM Financial Services Limited, Kotak Securities Limited, Motilal Oswal Financial Services Limited, Nuvama Wealth Management Limited, SBICAP Securities Limited and Spark Institutional Equities Private Limited
Name of Registrar to the Offer	KFin Technologies Limited Telephone: + 91-40-6716 2222/ 1800 309 4001; E-mail: icicipruamc.ipo@kfnitech.com; Investor Grievance ID: einward.ris@kfnitech.com
Name of Statutory Auditor	Walker Chandiook & Co LLP
Name of Credit Rating Agency and the rating or grading obtained, if any	As the Offer is an offer for sale of Equity Shares, credit rating is not required.
Name of Debenture Trustee, if any	As the Offer is an offer for sale of Equity Shares, the appointment of debenture trustees is not required.
Self Certified Syndicate Banks or SCSB(s)	<p>The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intml=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intml=40 or such other website as may be prescribed by SEBI from time to time.</p> <p>Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism, which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intml=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.</p>
Registered Brokers	Bidders can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms from Bidders (other than UPI Bidders), including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) For further details, see section titled "Offer Procedure" beginning at page 436 of the RHP.
Details regarding website address(es)/ link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable:	<p>The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges at www.bseindia.com/Static/PublicIssues/RtaDp.aspx and www.nseindia.com/products/content/equities/ipo/asba_procedures.htm respectively, as updated from time to time and on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intml=10, as updated from time to time.</p> <p>The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of Stock Exchanges at www.bseindia.com/Static/PublicIssues/RtaDp.aspx and www.nseindia.com/products-services/initial-public-offerings-asba-procedures respectively as updated from time to time. For further details, see "Offer Procedure" beginning on page 436 of the RHP.</p>

PROMOTERS OF OUR COMPANY

Sr. No	Name	Individual/ Corporate	Corporate Information
1	ICICI Bank Limited	Corporate	<p>ICICI Bank Limited was incorporated on January 5, 1994, as a public limited company under the Companies Act, 1956 at Vadodra, Gujarat, India. In 2002, ICICI Limited, a non-bank financial institution, and two of its subsidiaries, ICICI Personal Financial Services Limited and ICICI Capital Services Limited, were amalgamated with ICICI Bank Limited. The registered office of ICICI Bank Limited is situated at ICICI Bank Tower, near Chakli Circle, Old Padra Road, Vadodra 390 007, Gujarat, India.</p> <p>ICICI Bank Limited is a listed company, having its equity shares and debt securities listed on NSE and BSE. Further, the American Depository Shares of ICICI Bank Limited, each representing two underlying equity shares of ICICI Bank Limited are listed and traded on the New York Stock Exchange. Further, there are certain debt securities issued by ICICI Bank Limited which are listed on NSE IFSC Limited, India International Exchange (IFSC) Limited and Singapore Exchange Securities Trading Limited.</p>
2	Prudential Corporation Holdings Limited	Corporate	<p>Prudential Corporation Holdings Limited was incorporated on December 11, 1978, under the laws of England and Wales as a private limited company. The registered office of Prudential Corporation Holdings Limited is located at 5th Floor, 10 Old Bailey, London, England, EC4M 7NG.</p>

For details in respect of our Promoters, please see the section titled "Our Promoters and Promoter Group" beginning on page 247 of the RHP.

BUSINESS OVERVIEW AND STRATEGY

Company Overview: We are the largest asset management company in India in terms of active mutual fund quarterly average assets under management ("QAAUM") with a market share of 13.3% as of September 30, 2025 (Source: *CRISIL Report*). As of September 30, 2025, our total mutual fund QAAUM was ₹10,147.6 billion. As of September 30, 2025, we were the largest asset management company in terms of Equity and Equity Oriented QAAUM with market share of 13.6% (Source: *CRISIL Report*). Our Equity Oriented Hybrid Schemes also had the largest market share in India, as of September 30, 2025 and as of March 31, 2025, 2024 and 2023 (Source: *CRISIL Report*). As of September 30, 2025, we were the largest asset management company in terms of Equity Oriented Hybrid QAAUM with market share of 25.8% (Source: *CRISIL Report*).

Product/service offering: Investment management and advisory services

Revenue segmentation by product/service offering: Asset Management Services

Geographies served: India

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Revenue segmentation by geographies: India

Key Performance Indicators ("KPIs") :

Particulars**	Units	For the six-months period ended		As at March 31/ for Financial Year		
		September 30, 2025	September 30, 2024	2025	2024	2023
Operational KPIs						
Total MF QAAUM	₹ billion	10,147.6	8,412.3	8,794.1	6,831.0	4,996.3
Active MF QAAUM	₹ billion	8,635.7	7,283.1	7,552.3	6,008.4	4,492.4
MF Equity and Equity Oriented QAAUM	₹ billion	5,666.3	4,745.5	4,876.5	3,739.1	2,487.0
MF Equity Oriented Hybrid QAAUM	₹ billion	1,912.3	1,581.8	1,653.1	1,294.9	872.9
MF Individual MAAUM Amount (including Domestic FoFs)	₹ billion	6,610.3	5,746.4	5,658.2	4,642.2	3,234.7
Customer Count	million	15.5	13.6	14.6	11.7	10.1
Systematic Transactions	₹ billion	48.0	41.6	39.1	33.6	23.5
Discretionary PMS QAAUM	₹ billion	252.9	210.7	211.8	132.2	44.7
Alternates (including Advisory Asset) QAAUM	₹ billion	729.3	690.4	638.7	552.2	311.2
GAAP Financial KPIs						
Profit Before Tax	₹ million	21,494.8	17,880.9	35,330.5	26,981.1	20,071.7
Profit After Tax*	₹ million	16,177.4	13,271.1	26,506.6	20,497.3	15,157.8
Non-GAAP Financial KPIs						
Operating Revenue	₹ million	27,329.5	21,869.3	46,827.8	33,759.0	26,891.8
Operating Revenue Yield ¹	%	0.52%	0.51%	0.52%	0.52%	0.52%
Operating Margin ¹	%	0.37%	0.35%	0.36%	0.36%	0.36%
Operating Profit Before Tax	₹ million	19,328.2	15,167.9	32,361.6	23,128.0	18,581.7
Return on Equity ¹	%	86.8%	86.0%	82.8%	78.9%	70.0%

Note:

* Profit for the period / year as per the Restated Financial Information.

** All definitions are consistent with the explanations as provided under "– Explanation for the KPIs" on page 105 of the RHP.

¹ Operating Revenue Yield, Operating Margin and Return on Equity for the six-months periods ended September 30, 2025 and September 30, 2024 are presented on an annualised basis.

Client Profile or Industries Served: Not applicable

Revenue segmentation in terms of top 5/10 clients or Industries: Not applicable

Intellectual Property, if any: The "ICICI" trademark is owned by our Promoter, ICICI Bank and the "Prudential", "Pru", and "PCA" trademarks, among others are owned by members of the Prudential group. We have entered into separate licensing agreements with ICICI Bank Limited and Prudential IP Services Limited for use of the intellectual properties of ICICI Bank Limited, PCHL and the Prudential group. For details, see "History and Certain Corporate Matters – Key terms of other subsisting material agreements" on page 224 of the RHP.

Market Share:

QAAUM (in ₹ billion)	Six-months period ended September 30, 2025 (₹ in billion)	Six-months period ended September 30, 2024 (₹ in billion)	Financial Year 2025 (₹ in billion)	Financial Year 2024 (₹ in billion)	Financial Year 2023 (₹ in billion)	Market Share as on September 30, 2025*	CAGR Financial Year 2023 – Financial Year 2025	CAGR Financial Year 2023 – Financial Year 2025 (for the mutual fund industry)* (in %)
Mutual fund	10,147.6	8,412.3	8,794.1	6,831.0	4,996.3	13.2%	32.7%	29.0%
Active mutual fund	8,635.7	7,283.1	7,552.3	6,008.4	4,492.4	13.3%	29.7%	28.9%
Equity and Equity Oriented Schemes ⁽¹⁾	5,666.3	4,745.5	4,876.5	3,739.1	2,487.0	13.6%	40.0%	36.2%
Equity Oriented Hybrid Schemes ⁽²⁾	1,912.3	1,581.8	1,653.1	1,294.9	872.9	25.8%	37.6%	29.5%

* Market share and industry compounded annual growth rate data is sourced from the CRISIL Report.

⁽¹⁾ Equity and equity oriented schemes are active mutual fund schemes comprising equity schemes, hybrid schemes (excluding conservative hybrid and arbitrage), solution-oriented schemes (investing primarily in equity) and fund of funds investing overseas (investing primarily in equity / equity related securities).

⁽²⁾ Equity oriented hybrid schemes are mutual fund schemes comprising hybrid schemes, but exclude conservative hybrid and arbitrage schemes.

Manufacturing plant, if any: Not applicable

Employee Strength: As of September 30, 2025, our Company has 3,541 permanent employees.

BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience and Educational Qualification	Other directorships
1	Sandeep Batra	Chairman and Nominee Director*	He is a nominee director of ICICI Bank Limited. He is a member of the Institute of Chartered Accountants of India and has passed the final examination of the Institute of Company Secretaries of India. He has more than 24 years of experience in the ICICI group.	Indian Companies: • ICICI Bank Limited • ICICI Prudential Life Insurance Company Limited • ICICI Lombard General Insurance Company Limited • ICICI Venture Funds Management Company Limited Foreign Companies: • Nil
2	Nimesh Vipinbabu Shah	Managing Director and Chief Executive Officer	He holds a bachelor's degree in commerce from the University of Bombay. He has passed the final examination of the Institute of Chartered Accountants of India. He has more than 31 years of experience in the banking and financial services sector.	Indian Companies: • Association of Mutual Funds in India Foreign Companies: • Nil
3	Sankaran Naren	Executive Director and Chief Investment Officer	He holds a bachelor's degree in technology in mechanical engineering from the Indian Institute of Technology, Madras, and a post graduate diploma in management from the Indian Institute of Management, Calcutta. He has more than 28 years of experience in the financial services industry.	Indian Companies: • Nil Foreign Companies: • Nil

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Sr. No.	Name	Designation	Experience and Educational Qualification	Other directorships
4	Sidharatha Sankar Mishra	Nominee Director*	He is a nominee director of ICICI Bank Limited. He holds a bachelor's degree in science and a post-graduate diploma for master of finance & control from Utkal University, Bhubaneswar. He has over 26 years of experience in the banking sector.	Indian Companies: • Nil Foreign Companies: • Nil
5	Guillermo Eduardo Maldonado-Codina	Nominee Director**	He is a nominee director of Prudential Corporation Holdings Limited. He holds a bachelor's degree in science (physics) from the University of Sussex, United Kingdom, a master's degree in business administration from the Cranfield Institute of Technology, and a doctorate in philosophy from the University of Oxford.	Indian Companies: • Nil Foreign Companies: • Nil
6	Ved Prakash Chaturvedi	Independent Director	He holds a post graduate diploma in management from the Indian Institute of Management, Bangalore. He has more than 20 years of experience (including independent directorship) in finance and Indian capital markets sector.	Indian Companies: • ICICI Lombard General Insurance Company Limited Foreign Companies: • Nil
7	Dilip Ganesh Karnik	Independent Director	He holds a bachelor's degree in science from the University of Poona, and a bachelor's degree in law from the University of Poona. He has more than 13 years of experience (including as an independent director of our Company) in the legal and finance sector.	Indian Companies: • RCCPL Private Limited Foreign Companies: • Nil
8	Naved Masood	Independent Director	He holds a bachelor's degree (honours) in law from the Aligarh Muslim University. He has more than 12 years of experience as an independent director including in SEBI-regulated entities like stock exchanges, mutual funds and asset management.	Indian Companies: • ICICI Prudential Life Insurance Company Limited Foreign Companies: • Nil
9	Antony Jacob	Independent Director	He holds a bachelor's degree in commerce from the University of Madras. He is an associate member of the Institute of Chartered Accountants of India. He has more than 37 years of experience in finance, advisory and consultancy.	Indian Companies: • Prodapt Solutions Private Limited • ICICI Lombard General Insurance Company Limited Foreign Companies: • Nil
10	Preeti Reddy	Independent Director	She holds a bachelor's degree (honours) in arts (economics) from the University of Delhi and a postgraduate diploma in business management from Xavier Labour Relations Institute, Jamshedpur. She has over 13 years of experience in advising clients across a spectrum of industries on consumer-led market strategy.	Indian Companies: • Popular Vehicles and Services Limited • Kantar India Foundation • ICICI Lombard General Insurance Company Limited • JSW Cement Limited Foreign Companies: • Nil

* Nominee Director of ICICI Bank Limited.

** Nominee Director of Prudential Corporation Holdings Limited.

Note: As per the terms of our Articles of Association and the relevant provisions of the Companies Act, all Directors of our Company (excluding the Independent Directors), are liable to retire by rotation.

For further details in relation to our Board of Directors, see "Our Management" beginning on page 227 of the RHP.

OBJECTS OF THE OFFER

The objects of the Offer are to (i) carry out the Offer for Sale of up to 48,972,994 Equity Shares of face value of ₹ 1 each by the Promoter Selling Shareholder aggregating up to ₹ [●] million; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. For further details of the Offer, see "The Offer" beginning on page 66 of the RHP.

Our Company will not receive the proceeds from the Offer (the "Offer Proceeds") and all the Offer Proceeds will be received by the Promoter Selling Shareholder after deduction of Offer related expenses and relevant taxes thereon, to be borne by the Promoter Selling Shareholder. For details of the Offered Shares, see "Other Regulatory and Statutory Disclosures – Authority for the Offer" beginning on page 397 of the RHP.

Details of means of finance: There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised through the proposed public issue or through existing identifiable accruals.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public offers / rights issue, if any, of the Company in the preceding 10 years: Not applicable.

Name of monitoring agency: As the Offer is an offer for sale of Equity Shares by the Promoter Selling Shareholder, our Company is not required to appoint a monitoring agency in relation to the Offer.

Terms of Issuance of Convertible Security, if any: Not applicable.

Shareholding pattern: The details of shareholding as on the date of the Red Herring Prospectus are set forth below:

Particulars	Pre-Offer number of Equity Shares	Percentage holding of pre-Offer Equity Share capital (%)
Promoter & Promoter Group	494,258,520	100.0
Public	-	-
Total	494,258,520	100.0

Number of Equity Shares proposed to be sold by Promoter Selling Shareholder: The table below sets forth the number of Equity Shares proposed to be sold by the Promoter Selling Shareholder

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED
Prudential Corporation Holdings Limited	Promoter Selling Shareholder	Up to 48,972,994 Equity Shares of face value of ₹1 each aggregating up to ₹ [●] million

SUMMARY OF RESTATED FINANCIAL INFORMATION

(₹ in million, unless otherwise stated)

Particulars	As at and for the six-months period ended September 30, 2025	As at and for the six-months period ended September 30, 2024	As at and for the Financial Year ended March 31, 2025	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023
Equity share capital	176.5	176.5	176.5	176.5	176.5
Total Income	29,496.1	24,582.3	49,796.7	37,612.1	28,381.8
Revenue from operations	29,493.8	24,582.0	49,773.3	37,582.3	28,373.5
Profit for the period/year ⁽ⁱ⁾	16,177.4	13,271.1	26,506.6	20,497.3	15,157.8
Basic earnings per equity share of face value of ₹1 each ^{(ii) # ^} (in ₹)	32.7	26.9	53.6	41.5	30.7
Diluted earnings per equity share of face value of ₹1 each ^{(iii) # ^} (in ₹)	32.7	26.9	53.6	41.5	30.7
Total Borrowings ^(iv)	-	-	-	-	-
Net Worth ^(v)	39,215.6	32,722.8	35,169.4	28,828.4	23,130.6
Return on Equity ^(vi) (%)	86.8%	86.0%	82.8%	78.9%	70.0%
Net Asset Value per Equity Share ^{(vii) # ^} (in ₹)	79.3	66.2	71.2	58.3	46.8

Notes:

(i) Profit for the period/year is as per Restated Financial Information.

(ii) Basic Earnings per Equity Share is calculated by dividing restated profit for the period/year and adjustments available for equity shareholders by weighted average number of equity shares outstanding during the period/year. The Basic Earnings per share disclosed above is after considering the impact of sub-division of the shares subsequent to March 31, 2025 on June 4, 2025 for all periods / years prior to September 30, 2025 presented and issue of bonus shares to the existing shareholders of our Company subsequent to September 30, 2025 on November 5, 2025 for all periods / years presented in accordance with Ind AS 33 Earnings per share. Basic Earnings per Equity Share is not annualised for six-months periods ended September 30, 2025 and September 30, 2024.

(iii) Total Borrowings is nil as per Restated Financial Information.

(iv) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

(v) Return on equity is calculated by dividing net income i.e. profit for the period/year by average net worth and is calculated on annualised basis for six-months periods ended September 30, 2025 and September 30, 2024.

(vi) Net Asset value per equity share is calculated by dividing restated net worth at the end of the period/year by number of equity shares outstanding at the end of the period/year. The Net Asset Value per equity share disclosed above is after considering the impact of sub-division of the shares subsequent to the period/year end to March 31, 2025 on June 4, 2025 for all periods / year prior to September 30, 2025 presented and issue of bonus shares to the existing shareholders of the Company subsequent to September 30, 2025 on November 5, 2025 for all periods / year.

(vii) Diluted earnings per equity share amounts are calculated by dividing the restated profit attributable to equity holders of our Company by the weighted average number of equity shares outstanding at the end of the period/year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares per Ind AS 33 Earnings per share. The Diluted earnings per share disclosed above is after considering the impact of sub-division of the shares subsequent to March 31, 2025 on June 4, 2025 for all periods / years prior to September 30, 2025 presented and issue of bonus shares to the existing shareholders of our Company subsequent to September 30, 2025 on November 5, 2025 for all periods / years presented in accordance with Ind AS 33 Earnings per share. Diluted Earnings per Equity Share is not annualised for six-months periods ended September 30, 2025 and September 30, 2024.

Pursuant to a resolution passed by our Board on April 12, 2025, and by our Shareholders in their meeting held on June 4, 2025, the issued, subscribed and paid-up capital of our Company was sub-divided from 17,652,090 equity shares of face value of ₹10 each to 176,520,900 Equity Shares of face value ₹1 each.

^ Pursuant to resolution dated June 26, 2025 read with resolution dated April 12, 2025 passed by our Board and resolution dated October 28, 2025 passed by our Shareholders, approval was accorded for the issue of bonus shares to the existing shareholders of our Company in the ratio of 1.8 Equity Shares of face value of ₹1 each for every one Equity Share of face value of ₹1 each held in our Company. The allotment of Equity Shares of face value of ₹1 each pursuant to the bonus issue was approved by our Board at its meeting held on November 5, 2025. This event occurred subsequent to the period end but prior to the adoption of the Restated Financial Information. The bonus issue has been retrospectively adjusted in the calculation of earnings per share for all the periods / years.

For further details, see "Restated Financial Information" beginning on page 254 of the RHP.

INTERNAL RISK FACTORS

Below mentioned risks are the top 5 risk factors as per the RHP. For further details, see "Risk Factors" beginning on page 32 of the RHP.

1. Factors beyond our control such as adverse market or economic conditions could affect our business, including by reducing the value of our assets under management, causing a decline in our management fees from mutual fund operations, portfolio management services, alternative investment funds or fees from advisory services and thereby, adversely affect our business, results of operations, financial condition and cash flows.
2. If our investment products underperform, our assets under management, including our portfolio management services assets under management, alternative investment funds assets under management and advisory assets could decline and adversely affect our business, results of operations, financial condition and cash flows.
3. Our historical performance is not indicative of our future growth and if we fail to manage our growth or successfully implement our growth strategies, our business, results of operations, financial condition and cash flows may be adversely affected.
4. Competition from existing and new market participants offering investment products could reduce our growth, market share or put downward pressure on our fees, which in turn could have an adverse effect on our business, results of operations, financial condition and cash flows.
5. We depend on the strength of brand and reputation of our Promoters, as well as the brand and reputation of other ICICI group entities and Prudential group entities. Any harm to the reputation of ICICI group entities or Prudential group entities could adversely affect our business, results of operations, financial condition and cash flows.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. A summary of outstanding litigation proceedings as on the date of the Red Herring Prospectus as disclosed in the section titled "Outstanding Litigation and Material Developments" beginning on page 377 of the Red Herring Prospectus in terms of the SEBI ICDR Regulations is provided below:

Name of Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five financial years, including outstanding action	Material civil litigations	Aggregate amount involved (₹ in million)*
Company						
By our Company	1	N/A	N/A	N/A	Nil	Nil
Against our Company	2	12	2	N/A	Nil	1,638.0
Directors						
By our Directors	Nil	N/A	N/A	N/A	Nil	Nil
Against our Directors	Nil	Nil	1 [#]	N/A	Nil	Nil
Promoters						
By our Promoters	16,148	N/A	N/A	N/A	4	101,448.6
Against our Promoters	473	405 ^{#^}	8	12	3	816,884.1 ^{#@^}
Key Managerial Personnel						
By our Key Managerial Personnel	Nil	N/A	N/A	N/A	N/A	Nil
Against our Key Managerial Personnel	Nil	N/A	Nil	N/A	N/A	Nil

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Name of Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five financial years, including outstanding action	Material civil litigations	Aggregate amount involved (₹ in million)*
Senior Management						
By members of the Senior Management	Nil	N/A	N/A	N/A	N/A	Nil
Against members of the Senior Management	1	N/A	Nil	N/A	N/A	Nil

Note: Determined in accordance with the Materiality Policy

* To the extent quantifiable for the material civil litigation and tax proceedings involving our Company and Promoters, as applicable respectively.

For tax litigation involving ICICI Bank Limited, in addition to the above, there are 25 direct tax cases amounting to ₹39,764.1 million and four indirect tax cases amounting to ₹64.7 million which are classified as 'remote' as disputed tax matters are pending in appeal and are likely to be settled in the favour of ICICI Bank Limited.

@ For tax litigation involving ICICI Bank Limited, amount is net off provision.

For further details in relation to the show cause notice issued to one of our independent directors, Dilip Ganesh Karnik, under Sections 11(4A), 11B(2) read with 15HB of the SEBI Act and Sections 23E, 24 and 12A(2) of SCRA, please see "Outstanding litigation and Material Developments – Litigation involving our Directors- Actions taken by regulatory or statutory authorities" on page 386 of the RHP.

^ The figures do not include 37 show cause notices issued to ICICI Bank Limited wherein the amount involved is ₹88,383.4 million.

As on the date of the Red Herring Prospectus, there are no outstanding litigations involving the Group Companies, which may have a material impact on our Company.

B. Brief details of top 5 material¹ outstanding litigations against our Company and amount involved:

Sr. No.	Particulars	Litigation Filed by	Current Status	Amount Involved
1	Assessment order dated September 6, 2022 ("Assessment Order") against our Company under Sections 143(3) and 144B of the Income Tax Act, disallowing certain deduction claims availed for assessment year 2020-2021. Our Company filed an application for rectification of mistakes before the Deputy Commissioner of Income Tax, Mumbai and has also filed an appeal before the Commissioner of Income-tax (Appeals) at the National Faceless Appeal Centre disputing the Assessment Order.	Assessment Unit, Income Tax Department	The matter is currently pending.	₹1,280.6 million
2	Our Company acted as the investment manager to ICICI Prudential Venture Capital Fund ("IPVCF"), which had launched a scheme titled ICICI Prudential Real Estate Scheme – I ("IPRES Fund"). Due to challenges in exiting its investments the term of the IPRES Fund was extended. Upon liquidation of the outstanding investments, the SEBI registration of the IPRES Fund was surrendered and subsequently, cancelled. Our Company has filed a <i>suo moto</i> application under the SEBI (Settlement Proceedings) Regulations, 2018, to ensure that the matter of winding up and liquidation of the IPRES Fund is closed without, <i>inter alia</i> , admitting or denying the findings of fact.	N.A.	The matter is currently pending.	Not quantifiable
3	Our Company has received a notice ("Notice") from the office of the Additional Director General of Foreign Trade, Mumbai ("DGFT") under Section 11 of the Foreign Trade (Development & Regulation) Act, 1992 ("FTDR Act") on November 14, 2025, in relation to the benefits claimed by our Company under the Services Export from India Scheme ("SEIS"), for an amount of ₹18.4 million. Our Company has responded to the Notice on November 27, 2025 refuting the allegations.	Additional Director General of Foreign Trade, Mumbai	The matter is currently pending.	₹18.4 million
4	Our Company had received a notice from the office of the Station House Officer, Police Station Janakpuri, Delhi ("Police Station") on October 24, 2025, requesting our Company officials to appear before the Police Station on November 4, 2025, in relation to a complaint filed by Ritika Laddha. The Police Station verbally informed the Company officials that the complaint is regarding an alleged fraudulent redemption of mutual fund investments. Our Company has not received any further notice or information in this matter.	Ritika Laddha	The matter is currently pending.	₹4.5 million
5	Marvel Sigma Homes Private Limited ("Marvel") issued non-convertible debentures ("NCD") for ₹786.3 million, to a fund managed by our Company, for development of land parcels in Pune. Nikhil Pramod Magar ("Complainant") filed a complaint before the Economic Offences Wing, Pune ("EOW") involving Marvel and our Company, and a first information report ("FIR") for the alleged offence under Sections 420, 409, 406 and 34 of the IPC, was registered against the director of Marvel and others. Our Company was called upon to submit certain documents and accordingly, appeared and responded to the queries raised by the EOW. The NCDs are no longer held by our Company. Furthermore, pursuant to a writ petition filed by a promoter of Marvel against the Complainant and others, the High Court of Bombay passed an order on July 22, 2025 observing that the Complainant had suppressed a material fact while filing the FIR and granted interim relief to the promoter of Marvel.	Nikhil Pramod Magar	The matter is currently pending.	Not quantifiable

¹The table reflect all the material litigation against the Company in the Red Herring Prospectus as per the materiality policy disclosed therein, including pre litigation notices threatening criminal proceedings.

C. **Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any:** For details of the outstanding litigation proceedings, see "Outstanding Litigation and Material Developments" on page 377 of the RHP.

D. **Brief details of outstanding criminal proceedings against the Promoters:** For details of the outstanding litigation proceedings, see "Outstanding Litigation and Material Developments" on page 377 of the RHP.

For further details, see "Outstanding Litigation and Material Developments" on page 377 of the RHP.

ANY OTHER IMPORTANT INFORMATION AS PER BRLMs/COMPANY - NIL

DECLARATION BY OUR COMPANY

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or regulations or guidelines issued thereunder, as the case may be. We further certify that all statements made in the Red Herring Prospectus are true and correct.

DECLARATION BY OUR PROMOTER SELLING SHAREHOLDER

We, Prudential Corporation Holdings Limited, in our capacity as the Promoter Selling Shareholder, hereby confirm and declare that all statements and undertakings specifically made or confirmed by us in the Red Herring Prospectus in relation to us, as the Promoter Selling Shareholder and our Offered Shares, are true and correct. We assume no responsibility, as the Promoter Selling Shareholder, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in the Red Herring Prospectus.