

September 2, 2024

General Manager
Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Vice President
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza',
Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051

Dear Sir/Madam,

Subject: Declaration of results of postal ballot along with report issued by the Scrutinizer

This is with reference to our earlier letter dated July 30, 2024, with respect to Postal Ballot Notice dated July 23, 2024. The approval of the shareholders of the Company was sought through postal ballot to transact the Special business, pertaining to appointment of Mr. Suresh Vaswani as an Independent Director of the Company, by way of a Special Resolution.

Further, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that the above-mentioned Special Resolution has been passed by the shareholders, with requisite majority, and the same is deemed to have been passed on the last date specified for remote e-voting i.e. August 29, 2024.

Please find enclosed herewith, the e-voting results along with the Scrutinizer's report.

The same shall also be made available on the Company's website at www.iciciprulife.com.

Thanking you,

Yours sincerely,

For ICICI Prudential Life Insurance Company Limited

Sandeep Batra
Chairman
DIN: 03620913

Encl.: As above

Cc: Axis Trustee Services Limited, Debenture Trustee

ICICI Prudential Life Insurance Company Limited

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

Regd. Office : ICICI PruLife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025. India. Visit us at www.iciciprulife.com

Phone: +91 22 5039 1600, Fax: +91 22 2422 4484, Email: corporate@iciciprulife.com

CIN : L66010MH2000PLC127837

	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
Date of the AGM/EGM	29-08-2024
Total number of shareholders on record date	337080
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Suresh Vaswani (DIN: 02176528), as an Independent Director of the Company, not liable to retire 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	E-Voting	1,05,51,22,783	1,05,51,22,783	100.0000	1,05,51,22,783	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		1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	31,48,90,908	25,09,80,325	79.7039	25,08,87,517	92,808	99.9630	0.0369	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		25,09,80,325	79.7039	25,08,87,517	92,808	99.9630	0.0370	0.0000	0
Public- Non Institutions	E-Voting	7,19,14,390	42,71,974	5.9404	42,56,338	15,636	99.6339	0.3660	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		42,71,974	5.9404	42,56,338	15,636	99.6340	0.3660	0.0000	0
Total	1,44,19,28,081	1,31,03,75,082	90.8766	1,31,02,66,638	1,08,444	99.9917	0.0083	0	0	

September 02, 2024

To,
Priya Nair
Company Secretary
ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
1089, Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025

Dear Madam,

Sub.: Report on Postal Ballot process of ICICI Prudential Life Insurance Company Limited

I, Mitesh Dhaliwala, (Membership No. FCS 8331), do and hereby represent Parikh & Associates, Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of ICICI Prudential Life Insurance Company Limited ("the Company") to scrutinize the Postal Ballot process in respect of the Special Resolution for appointment of Mr. Suresh Vaswani (DIN: 02176528) as an Independent Director of the Company for a period of five (5) consecutive years commencing from July 4, 2024 to July 3, 2029.

I now enclose the following:

- a) The report to the Chairman of the Company on the voting results of the postal ballot received from shareholders of the Company only through the remote e-voting.
- b) The register showing the particulars of the e-votes registered on the e-voting system of National Securities Depository Limited in respect of the referred Resolution.

Thanking you.

Yours faithfully,
For Parikh & Associates

Mitesh Dilip Digitally signed by
Mitesh Dilip Dhaliwala
Date: 2024.09.02
10:59:16 +05'30'
Dhaliwala

Mitesh Dhaliwala
Partner
Encl.: As above

To,
The Chairman
ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
1089, Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025

Dear Sir,

Report on Postal Ballot e-voting of ICICI Prudential Life Insurance Company Limited

I, Mitesh Dhaliwala (Membership No. FCS 8331), do and hereby represent Parikh & Associates, Practicing Company Secretaries, located at 111, 11th Floor, Sai-Dwar CHS Ltd., SAB TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Andheri (West), Mumbai – 400 053, and appointed as the Scrutinizer to scrutinize the Postal Ballot remote e-voting process (“remote e-voting”) in a fair and transparent manner in respect of the Special Resolution for appointment of Mr. Suresh Vaswani (DIN: 02176528) as an Independent Director of the Company for a period of five (5) consecutive years commencing from July 4, 2024 to July 3, 2029 pursuant to the Postal Ballot Notice dated July 23, 2024.

The Postal ballot notice was issued under Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular No. 09/2023 dated September 25, 2023 read with earlier Circulars, issued by the Ministry of Corporate Affairs in this regard (“MCA Circulars”), Secretarial Standard - 2 on General Meetings (“Secretarial Standard-2”) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, regulations, rules, circulars and notifications issued thereunder (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force).

The Postal Ballot Notice dated July 23, 2024 along with explanatory statement setting out material facts and reasons thereof pursuant to the provisions of Section 102 and other applicable provisions of the Act, in respect of the above mentioned resolution, as confirmed by the Company, was sent only through electronic mode to the Members whose names appeared in the Register of Members / Register of Beneficial Owners maintained by National Securities Depository Limited and Central Depository Services (India) Limited (“the Depositories”) as on Tuesday, July 23, 2024 (“Cut-off Date”) and whose e-mail address is registered with the Company/Company’s Registrar and Transfer Agent/ Depositories, as on said date.

The Company had availed the e-voting facility offered by National Securities Depository Limited (“NSDL”) for conducting remote e-voting by the shareholders of the Company.

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The shareholders of the Company holding shares as on the "Cut-off" date i.e., Tuesday, July 23, 2024 were entitled to vote on the resolution as contained in the Postal Ballot Notice.

The voting period for remote e-voting commenced on Wednesday, July 31, 2024 at 09:00 a.m. (IST) and concluded on Thursday, August 29, 2024 at 05:00 p.m. (IST) and the e-voting module was disabled by NSDL for voting thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who are not in the employment of the company and / or NSDL.

I have scrutinized and reviewed the votes cast through remote e-voting based on the reports generated from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Act, rules made thereunder, the MCA Circulars and SEBI Listing Regulations relating to remote e-voting on the Special Resolution as contained in the Notice of Postal Ballot.

My responsibility as representative of the scrutinizer for postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour, invalid or against the said Special Resolution.

I now submit the Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolution as under:

Resolution 1: Special Resolution

Appointment of Mr. Suresh Vaswani (DIN: 02176528) as an Independent Director of the Company for a period of five (5) consecutive years commencing from July 4, 2024 to July 3, 2029.

(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
2,588	1,31,02,66,638	99.99

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
165	1,08,444	0.01

(iii) **Invalid** votes:

Number of Members voted	Number of votes cast (Shares)
NIL	NIL

Thanking You,

Digitally signed by
 Mitesh Dilip Dhabliwala
 Date: 2024.09.02 10:57:49
 +05'30'
 Signature: Dhabliwala
 Name: Mitesh Dhabliwala
 FCS: 8331 CP: 9511
 Partner, Parikh & Associates, Scrutinizer
 UDIN: F008331F001098057
 P/R No.: 1129/2021

Date: September 02, 2024

Place: Mumbai

Countersigned by:

For ICICI Prudential Life Insurance Company Limited

Sandeep Batra

Chairman

DIN: 03620913