

July 18, 2019

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

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

Dear Sir/Madam,

Sub: Summary of proceedings of the Annual General Meeting, declaration of voting results and Consolidated Report issued by the scrutiniser

The 19th Annual General Meeting (AGM) of ICICI Prudential Life Insurance Company Limited (the Company) was held on Wednesday, July 17, 2019 at 2:00 p.m. IST at the Swatantrya Veer Sawarkar Auditorium, 252, Shivaji Park, Dadar (West), Mumbai – 400028.

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR), the Company had provided an opportunity to all its members to exercise their voting rights through electronic voting ("remote e-voting") for the items of business to be transacted at the AGM. The remote e-voting facility was provided to all the members of the Company holding shares as on July 10, 2019, being the cut-off and record date, by Karvy Fintech Private Limited (Karvy). The remote e-voting commenced at 9:00 a.m. IST on Sunday, July 14, 2019 and ended at 5:00 p.m. IST on Tuesday, July 16, 2019. To facilitate the members who could not cast their vote through remote e-voting, the Company had extended the facility for electronic voting at the AGM venue.

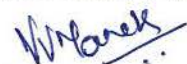
Accordingly, please find attached the following disclosures:

1. Voting results in the format prescribed under Regulation 44 of SEBI-LODR (as provided by the agency which has extended the e-voting facility i.e. Karvy Fintech Pvt. Ltd.)
2. Consolidated scrutiniser's report on remote e-voting and electronic voting conducted at the AGM venue pursuant to Section 108 of the Companies Act, 2013 and Rules thereunder.
3. Summary of the AGM proceedings pursuant to Regulation 30 read with Schedule III of SEBI-LODR

Thanking you,

Yours sincerely,

For ICICI Prudential Life Insurance Company Limited



Vyoma Manek
Company Secretary
ACS 20384

ICICI Prudential Life Insurance Company Limited

Encl: As above 1st 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: 022-5039 1600, Fax: +91 22 2422 4484, Email: corporate@iciciprulife.com

CIN : L66010MH2000PLC127837

Summary of proceedings of 19th Annual General Meeting of ICICI Prudential Life Insurance Company Limited

The 19th Annual General Meeting ('AGM' or 'Meeting') of the members of ICICI Prudential Life Insurance Company Limited (the Company) was held on Wednesday, July 17, 2019 at 2:00 p.m. at Swatantrya Veer Sawarkar Auditorium, 252, Shivaji Park, Dadar (West), Mumbai – 400 028.

Mr. M. S. Ramachandran, Chairman of the Company, chaired the Meeting.

The Meeting was attended by 107 members in person, by proxy and through authorised representatives.

All the Directors, as listed below, were present at the Meeting:

1. Mr. M. S. Ramachandran, Chairman of the Company who is a non-executive Independent Director
2. Mr. V. Sridar, non-executive Independent Director and Chairman of Board Audit Committee and Stakeholders Relationship Committee
3. Mr. Dilip Karnik, non-executive Independent Director and Chairman of Board Nomination & Remuneration Committee
4. Mr. R. K. Nair, non-executive Independent Director
5. Mr. Dileep Choksi, non-executive Independent Director
6. Ms. Vibha Paul Rishi, non-executive Independent Director
7. Mr. Anup Bagchi, non-executive Director
8. Mr. Sandeep Batra, non-executive Director
9. Mr. Raghunath Hariharan, non-executive Director
10. Mr. N. S. Kannan, Managing Director & CEO
11. Mr. Puneet Nanda, Deputy Managing Director

Mr. Satyan Jambunathan, Chief Financial Officer and Ms. Vyoma Manek, Company Secretary were in attendance.

Mr. Manoj Kumar Vijai, Partner – B S R & Co. LLP and Mr. Khushroo Panthaky, Partner - Walker Chandiok Co. LLP, the joint statutory auditors of the Company were present.

Mr. Omkar Dindorkar, authorised representative of M/s. Makarand M. Joshi & Co., Company Secretaries, Secretarial Auditor of the Company was also present.

The requisite quorum as per the Companies Act, 2013 (CA2013) being present, the Chairman declared the Meeting to be in order and welcomed the members attending the Meeting. The Chairman thereafter introduced all the Directors and informed that the register of proxies, instruments of proxy, the statutory register and other relevant documents were open for inspection by the members till the conclusion of the Meeting. He informed the members that as required under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, a certificate from the statutory auditors of the Company has been obtained by the Company and was placed before the Meeting.

With the consent of the members present, the notice convening the 19th AGM was taken as read. The Chairman informed the members that there were no qualifications, observations or

ICICI Prudential Life Insurance Company Limited

1st Floor, Energy 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.icicprulife.com

Phone: 022-5039 1600, Fax: +91 22 2422 4484, Email: corporate@icicprulife.com

CIN : L66010MH2000PLC127837

as required under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, a certificate from the statutory auditors of the Company has been obtained by the Company and was placed before the Meeting.

With the consent of the members present, the notice convening the 19th AGM was taken as read. The Chairman informed the members that there were no qualifications, observations or comments of the auditors in the auditors' report. He then requested Ms. Vyoma Manek, Company Secretary to read out the key segments of the auditors' report. Ms. Vyoma Manek read the key segments of the auditors' report and with the consent of the members present, the rest of the auditors' report was taken as read.

An audio visual presentation was then screened.

The Chairman informed the members that pursuant to Companies Act, 2013 read with relevant Rules, the Company had provided an opportunity to all its members to exercise their voting rights through electronic voting (remote e-voting) for the items of business to be transacted at the AGM. The remote e-voting facility was provided to all the members of the Company holding shares as on July 10, 2019, being the cut-off and record date, by Karvy Fintech Private Limited (Karvy). The remote e-voting commenced at 9:00 a.m. IST on Sunday, July 14, 2019 and ended at 5:00 p.m. IST on Tuesday, July 16, 2019.

Further, the Chairman informed, the members, that to facilitate those who could not cast their vote through remote e-voting, the Company had extended the facility for electronic voting at the AGM venue.

The members were informed that the Board of Directors of the Company had appointed Mehta & Mehta, Practicing Company Secretary, as the scrutiniser, to scrutinise the entire e-voting process in a fair and transparent manner and that Ms. Ashwini Mohit Inamdar representing Mehta & Mehta, was present at the Meeting.

The members were then invited, by the Chairman, to give their suggestions, seek clarifications and ask questions, if any, on the agenda items set out in the Notice of the AGM. The Chairman requested Mr. N. S. Kannan, Managing Director & CEO to respond to the questions/ suggestions of the members.

Thereafter, the Chairman authorised any whole time Director or the Company Secretary to declare the results of the remote e-voting as well as for the electronic voting done at the AGM venue by announcing the results to the stock exchanges as well as by disseminating the results on the website of the Company alongwith the scrutiniser's report and informed, the members, that the same would be recorded as part of the proceedings of the AGM. The Chairman then thanked the members for their support and declared the meeting as closed.

The following items of business were transacted through remote e-voting and through electronic voting at the AGM venue:-

ICICI Prudential Life Insurance Company Limited

1st Floor, Energy 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: 022-5039 1600, Fax: +91 22 2422 4484, Email: corporate@iciciprulife.com

CIN : L66010MH2000PLC127837

Ordinary Business:

1. 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, 2019, 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, 2019, the Balance Sheet as at that date, together with the Report of the Auditors.
2. To declare final dividend of ₹ 1.55 per equity share.
3. To appoint a Director in place of Mr. Raghunath Hariharan (DIN: 08007442), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To re-appoint BSR & Co. LLP as joint statutory auditors of the Company to hold office till the conclusion of the 24th AGM of the Company.

Special Business:

5. Appointment of Mr. Anup Bagchi (DIN: 00105962) as a non-executive Director of the Company.
6. Appointment of Mr. Sandeep Batra (DIN: 03620913) as a non-executive Director of the Company.
7. Appointment of Ms. Vibha Paul Rishi, (DIN: 05180796) as an Independent Director of the Company.
8. Revision in the remuneration of Mr. N. S. Kannan (DIN: 0066009) (Managing Director & CEO).
9. Revision in the remuneration of Mr. Puneet Nanda (DIN: 02578795) (Wholetime Director, designated as Deputy Managing Director)
10. Revision of profit related commission to be paid to the non-executive Directors of the Company (other than the non-executive directors nominated by ICICI Bank Limited and Prudential Corporation Holdings Limited).
11. Continuation of directorship of Mr. M. S. Ramachandran (DIN: 00943629) as an Independent Director of the Company on attaining the age of seventy five (75) years.

ICICI Prudential Life Insurance Company Limited

1st Floor, Energy 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: 022-5039 1600, Fax: +91 22 2422 4484, Email: corporate@iciciprulife.com

CIN : L66010MH2000PLC127837

12. Amendment of the ICICI Prudential Life Insurance Company Limited Revised Employee Stock Option Scheme.

Based on the consolidated scrutiniser's report dated July 17, 2019, all resolutions as set out in the notice of the AGM were passed by the members with requisite majority.

For ICICI Prudential Life Insurance Company Limited



Vyoma Manek
Company Secretary
ACS 20384

ICICI Prudential Life Insurance Company Limited

1st 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: 022-5039 1600, Fax: +91 22 2422 4484, Email: corporate@iciciprulife.com

CIN : L66010MH2000PLC127837

	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
Date of the AGM/EGM	17-07-2019
Total number of shareholders on record date	322914
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	105
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)	ORDINARY - Adoption of the standalone Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2019, and the Balance Sheet as at that date, together with the Reports of the Directors and 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
Promoter and Promoter Group	E-Voting	1,076,622,783	1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
Public- Institutions	E-Voting	257,488,406	193,932,729	75.3171	193,679,676	253,053	99.8695	0.1304	7,148,155
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		193,932,729	75.3171	193,679,676	253,053	99.8695	0.1305	7,148,155
Public- Non Institutions	E-Voting	101,728,292	30,043,939	29.5335	30,042,965	974	99.9967	0.0032	44
	Poll		567,437	0.5578	567,437	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		30,611,376	30.0913	30,610,402	974	99.9968	0.0032	44
Total		1,435,839,481	1,301,166,888	90.6206	1,300,912,861	254,027	99.9805	0.0195	7,148,199

Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of the consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2019, and the Balance Sheet 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
Promoter and Promoter Group	E-Voting	1,076,622,783	1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
Public- Institutions	E-Voting	257,488,406	193,932,729	75.3171	193,679,676	253,053	99.8695	0.1304	7,148,155
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		193,932,729	75.3171	193,679,676	253,053	99.8695	0.1305	7,148,155
Public- Non Institutions	E-Voting	101,728,292	30,043,939	29.5335	30,042,965	974	99.9967	0.0032	44
	Poll		567,437	0.5578	567,437	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		30,611,376	30.0913	30,610,402	974	99.9968	0.0032	44
Total		1,435,839,481	1,301,166,888	90.6206	1,300,912,861	254,027	99.9805	0.0195	7,148,199



Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend on equity shares.									
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	
Promoter and Promoter Group	E-Voting	1,076,622,783	1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0	
Public- Institutions	E-Voting	257,488,406	201,068,923	78.0885	200,893,777	175,146	99.9128	0.0871	11,961	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		201,068,923	78.0885	200,893,777	175,146	99.9129	0.0871	11,961	
Public- Non Institutions	E-Voting	101,728,292	30,043,933	29.5335	30,043,370	563	99.9981	0.0018	50	
	Poll		567,437	0.5578	567,437	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		30,611,370	30.0913	30,610,807	563	99.9982	0.0018	50	
Total		1,435,839,481	1,308,303,076	91.1176	1,308,127,367	175,709	99.9866	0.0134	12,011	

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Raghunath Hariharan DIN 08007442, 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	
Promoter and Promoter Group	E-Voting	1,076,622,783	1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0	
Public- Institutions	E-Voting	257,488,406	200,517,806	77.8745	105,890,262	94,627,544	52.8084	47.1915	563,078	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		200,517,806	77.8745	105,890,262	94,627,544	52.8084	47.1915	563,078	
Public- Non Institutions	E-Voting	101,728,292	30,042,981	29.5326	30,040,741	2,240	99.9925	0.0074	1,002	
	Poll		567,437	0.5578	567,437	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		30,610,418	30.0904	30,608,178	2,240	99.9927	0.0073	1,002	
Total		1,435,839,481	1,307,751,007	91.0792	1,213,121,223	94,629,784	92.7639	7.2361	564,080	



Resolution No.	5								
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of B S R Co. LLP, as joint statutory auditors of the Company								
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
Promoter and Promoter Group	E-Voting	1,076,622,783	1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
Public- Institutions	E-Voting	257,488,406	201,068,923	78.0885	193,842,583	7,226,340	96.4060	3.5939	11,961
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		201,068,923	78.0885	193,842,583	7,226,340	96.4060	3.5940	11,961
Public- Non Institutions	E-Voting	101,728,292	30,043,939	29.5335	30,042,429	1,510	99.9949	0.0050	44
	Poll		567,437	0.5578	567,437	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		30,611,376	30.0913	30,609,866	1,510	99.9951	0.0049	44
Total		1,435,839,481	1,308,303,082	91.1176	1,301,075,232	7,227,850	99.4475	0.5525	12,005

Resolution No.	6								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Anup Bagchi DIN 00105962 as a non-executive Director of the Company								
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
Promoter and Promoter Group	E-Voting	1,076,622,783	1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
Public- Institutions	E-Voting	257,488,406	200,828,923	77.9953	187,138,684	13,690,239	93.1831	6.8168	251,961
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		200,828,923	77.9953	187,138,684	13,690,239	93.1831	6.8169	251,961
Public- Non Institutions	E-Voting	101,728,292	30,043,204	29.5328	30,041,678	1,526	99.9949	0.0050	779
	Poll		567,437	0.5578	567,437	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		30,610,641	30.0906	30,609,115	1,526	99.9950	0.0050	779
Total		1,435,839,481	1,308,062,347	91.1009	1,294,370,582	13,691,765	98.9533	1.0467	252,740



Resolution No.	7								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Sandeep Batra DIN 03620913 as a non-executive Director of the Company								
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
Promoter and Promoter Group	E-Voting	1,076,622,783	1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
Public- Institutions	E-Voting	257,488,406	200,517,806	77.8745	185,930,995	14,586,811	92.7254	7.2745	563,078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		200,517,806	77.8745	185,930,995	14,586,811	92.7254	7.2746	563,078
Public- Non Institutions	E-Voting	101,728,292	30,043,204	29.5328	30,041,548	1,656	99.9944	0.0055	779
	Poll		567,437	0.5578	567,437	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		30,610,641	30.0906	30,608,985	1,656	99.9946	0.0054	779
Total		1,435,839,481	1,307,751,230	91.0792	1,293,162,763	14,588,467	98.8845	1.1155	563,857

Resolution No.	8								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Ms. Vibha Paul Rishi DIN 05180796 as an Independent Director of the Company								
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
Promoter and Promoter Group	E-Voting	1,076,622,783	1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
Public- Institutions	E-Voting	257,488,406	200,828,923	77.9953	195,528,683	5,300,240	97.3608	2.6391	251,961
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		200,828,923	77.9953	195,528,683	5,300,240	97.3608	2.6392	251,961
Public- Non Institutions	E-Voting	101,728,292	30,043,204	29.5328	30,041,613	1,591	99.9947	0.0052	779
	Poll		567,437	0.5578	567,437	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		30,610,641	30.0906	30,609,050	1,591	99.9948	0.0052	779
Total		1,435,839,481	1,308,067,347	91.1009	1,302,760,516	5,301,831	99.5947	0.4053	252,740



Resolution No.	9								
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in the remuneration payable to Mr. N. S. Kannan DIN 0066009, Managing Director & CEO								
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
Promoter and Promoter Group	E-Voting	1,076,622,783	1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
Public- Institutions	E-Voting	257,488,406	200,517,806	77.8745	189,403,648	11,114,158	94.4572	5.5427	563,078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		200,517,806	77.8745	189,403,648	11,114,158	94.4573	5.5427	563,078
Public- Non Institutions	E-Voting	101,728,292	29,843,194	29.3362	29,839,541	3,653	99.9877	0.0122	200,789
	Poll		567,437	0.5578	567,392	45	99.9920	0.0079	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		30,410,631	29.894	30,406,933	3,698	99.9878	0.0122	200,789
	Total	1,435,839,481	1,307,551,220	91.0653	1,296,433,364	11,117,856	99.1497	0.8503	763,867

Resolution No.	10								
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in remuneration payable to Mr. Puneet Nanda DIN 02578795, wholtime Director, designated as Deputy Managing Director								
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
Promoter and Promoter Group	E-Voting	1,076,622,783	1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
Public- Institutions	E-Voting	257,488,406	200,517,806	77.8745	189,403,648	11,114,158	94.4572	5.5427	563,078
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		200,517,806	77.8745	189,403,648	11,114,158	94.4573	5.5427	563,078
Public- Non Institutions	E-Voting	101,728,292	30,042,812	29.5324	30,039,110	3,702	99.9876	0.0123	1,171
	Poll		567,437	0.5578	567,437	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		30,610,249	30.0902	30,606,547	3,702	99.9879	0.0121	1,171
	Total	1,435,839,481	1,307,750,838	91.0792	1,296,632,978	11,117,860	99.1498	0.8502	564,249



Resolution No.	11								
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in profit linked commission to be paid to the non-executive Directors of the Company other than the non-executive directors nominated by ICICI Bank Limited and Prudential Corporation Holdings Limited								
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
Promoter and Promoter Group	E-Voting	1,076,622,783	1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
Public- Institutions	E-Voting	257,488,406	200,828,923	77.9953	200,159,995	668,928	99.6669	0.3330	251,961
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		200,828,923	77.9953	200,159,995	668,928	99.6669	0.3331	251,961
Public- Non Institutions	E-Voting	101,728,292	30,042,812	29.5324	30,038,675	4,137	99.9862	0.0137	1,171
	Poll		567,437	0.5578	567,437	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		30,610,249	30.0902	30,606,112	4,137	99.9865	0.0135	1,171
Total		1,435,839,481	1,308,061,955	91.1008	1,307,388,890	673,065	99.9485	0.0515	253,132

Resolution No.	12								
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for continuation of directorship of Mr. M. S. Ramachandran DIN 00943629, as an Independent Director of the Company, on attaining the age of seventy five 75 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
Promoter and Promoter Group	E-Voting	1,076,622,783	1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0
Public- Institutions	E-Voting	257,488,406	192,525,353	74.7705	147,529,751	44,995,602	76.6287	23.3712	8,555,531
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		192,525,353	74.7705	147,529,751	44,995,602	76.6287	23.3713	8,555,531
Public- Non Institutions	E-Voting	101,728,292	30,043,314	29.5329	30,039,977	3,337	99.9888	0.0111	669
	Poll		567,437	0.5578	566,751	686	99.8791	0.1208	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		30,610,751	30.0907	30,606,728	4,023	99.9869	0.0131	669
Total		1,435,839,481	1,299,758,887	90.5226	1,254,759,262	44,999,625	96.5378	3.4622	8,556,200



Resolution No.	13									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for amendment of ICICI Prudential Life Insurance Company Limited Revised Employee Stock Option Scheme									
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	
Promoter and Promoter Group	E-Voting	1,076,622,783	1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		1,076,622,783	100.0000	1,076,622,783	0	100.0000	0.0000	0	
Public- Institutions	E-Voting	257,488,406	199,461,134	77.4641	139,199,196	60,261,938	69.7876	30.2123	1,619,750	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		199,461,134	77.4641	139,199,196	60,261,938	69.7876	30.2124	1,619,750	
Public- Non Institutions	E-Voting	101,728,292	30,042,798	29.5324	30,036,693	6,105	99.9796	0.0203	1,185	
	Poll		567,437	0.5578	567,437	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		30,610,235	30.0902	30,604,130	6,105	99.9801	0.0199	1,185	
	Total	1,435,839,481	1,306,694,152	91.0056	1,246,426,109	60,268,043	95.3877	4.6123	1,620,935	

All the above resolutions have been passed with requisite majority

For ICICI Prudential Life Insurance Company Ltd.

Vyoma Manek
Vyoma Manek
Company Secretary

Mehtha & Mehtha

COMPANY SECRETARIES

REGD. OFFICE : 201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018
PHONE : +91-22-6611 9696 • E-mail: info@mehta-mehta.com • Visit us : www.mehta-mehtaadvisory.com

Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,
The Chief Financial Officer,
ICICI Prudential Life Insurance Company Limited

19th Annual General Meeting ("AGM") of the Members of ICICI Prudential Life Insurance Company Limited held on Wednesday, July 17, 2019 at Swatantrya Veer Sawarkar Auditorium, 252, Shivaji Park, Dadar (West), Mumbai – 400028

Dear Sir,

I, Ashwini Inamdar, Practicing Company Secretary and Partner, M/s. Mehta & Mehta, Company Secretaries, appointed by the Board of Directors of 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, for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting system at the 19th Annual General Meeting ("AGM") of the Company in respect of the Resolutions as set out in the Notice and addendum convening the AGM, 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 Karvy Fintech Private Limited ("Karvy").
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Wednesday, July 10, 2019 ("cut-off date").
3. The period for remote e-voting commenced on Sunday, July 14, 2019 at 09:00 a. m. (IST) and ended on Tuesday, July 16, 2019 at 5:00 p.m. (IST). The Remote e-voting module was disabled by Karvy for voting thereafter.
4. The facility for voting through electronic voting system 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 Ms. Prapti Kanakia and Mr. Yash Goswami neither of whom are in the employment of the Company.
6. The report on votes cast through remote e-voting was generated from Karvy e-voting website <https://www.evoting.karvy.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



Ashwini Inamdar
Scrutinizer
FCS No: 9409
CP No: 11226

Place: Mumbai
Date: July 18, 2019

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from Karvy's e-voting website <https://www.evoting.karvy.com> in our presence on July 17, 2019.

Name	:	Prapti Kanakia	Name	:	Yash Goswami
Address	:	House No. 1, Ground Floor Shiv Niwas Building, Lane No. 6, Sion (West), Mumbai - 400022	Address	:	B/207, Royal Plaza CHS, Shripal Complex, Agashi Road, Virar West, Mumbai - 400303

Countersigned by



Satyan Jambunathan
Chief Financial Officer
Person authorized by the Chairman

Item No. 1(A): Ordinary Resolution

The standalone Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2019, the Balance Sheet as at that date, together with the Reports of the Directors and 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	437	1,30,03,45,424	66	5,67,437	503	1,30,09,12,861	99.9805%
Votes against the resolution	9	2,54,027	0	0	9	2,54,027	0.0195%
Invalid votes/Abstained	6	71,48,199	0	0	6	71,48,199	-

Item No. 1(B): Ordinary Resolution

The consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2019, the Balance Sheet as at that date, together with the Report 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	437	1,30,03,45,424	66	5,67,437	503	1,30,09,12,861	99.9805%
Votes against the resolution	9	2,54,027	0	0	9	2,54,027	0.0195%
Invalid votes/Abstained	6	71,48,199	0	0	6	71,48,199	-

Item No. 2: Ordinary Resolution

To declare dividend on equity shares.

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	444	1,30,75,59,930	66	5,67,437	510	1,30,81,27,367	99.9866%
Votes against the resolution	7	1,75,709	0	0	7	1,75,709	0.0134%
Invalid votes/Abstained	2	12,011	0	0	2	12,011	-



Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Raghunath Hariharan (DIN: 08007442), who retires by rotation and, being eligible, offers himself for re-appointment

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	305	1,21,25,53,786	66	5,67,437	371	1,21,31,21,223	92.7639%
Votes against the resolution	138	9,46,29,784	0	0	138	9,46,29,784	7.2361%
Invalid votes/Abstained	10	5,64,080	0	0	10	5,64,080	-

Item No. 4: Ordinary Resolution

To re-appoint B S R & Co. LLP as joint statutory auditors of the Company

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	432	1,30,05,07,795	66	5,67,437	498	1,30,10,75,232	99.4475%
Votes against the resolution	19	72,27,850	0	0	19	72,27,850	0.5525%
Invalid votes/Abstained	2	12,005	0	0	2	12,005	-

Item No. 5: Ordinary Resolution

To appoint Mr. Anup Bagchi (DIN: 00105962), as a non-executive Director of the Company

Particulars	Remote e-voting		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	422	1,29,38,03,145	66	5,67,437	488	1,29,43,70,582	98.9533%
Votes against the resolution	24	1,36,91,765	0	0	24	1,36,91,765	1.0467%
Invalid votes/Abstained	7	2,52,740	0	0	7	2,52,740	-



Item No. 6: Ordinary Resolution

To appoint Mr. Sandeep Batra (DIN: 03620913) as a non-executive Director of the Company

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	408	1,29,25,95,326	66	5,67,437	474	1,29,31,62,763	98.8845%
Votes against the resolution	35	1,45,88,467	0	0	35	1,45,88,467	1.1155%
Invalid votes/Abstained	9	5,63,857	0	0	9	5,63,857	-

Item No. 7: Ordinary Resolution

To appoint Ms. Vibha Paul Rishi (DIN: 05180796) as an Independent Director of the Company

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	423	1,30,21,93,079	66	5,67,437	489	1,30,27,60,516	99.5947%
Votes against the resolution	23	53,01,831	0	0	23	53,01,831	0.4053%
Invalid votes/Abstained	7	2,52,740	0	0	7	2,52,740	-

Item No. 8: Ordinary Resolution

To approve revision in the remuneration of Mr. N. S. Kannan (DIN: 00066009) (M.D & C.E.O).

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	383	1,29,58,65,972	65	5,67,392	448	1,29,64,33,364	99.1497%
Votes against the resolution	61	1,11,17,811	1	45	62	1,11,17,856	0.8503%
Invalid votes/Abstained	9	7,63,867	0	0	9	7,63,867	-



Item No. 9: Ordinary Resolution

To approve revision in the remuneration of Mr. Puneet Nanda (DIN: 02578795) Deputy Managing Director (Whole-time 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	382	1,29,60,65,541	66	5,67,437	448	1,29,66,32,978	99.1498%
Votes against the resolution	62	1,11,17,860	0	0	62	1,11,17,860	0.8502%
Invalid votes/Abstained	9	5,64,249	0	0	9	5,64,249	-

Item No. 10: Ordinary Resolution

To approve payment of Profit linked commission to non- executive Directors

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	396	1,30,68,21,453	66	5,67,437	462	1,30,73,88,890	99.9485%
Votes against the resolution	50	6,73,065	0	0	50	6,73,065	0.0515%
Invalid votes/Abstained	7	2,53,132	0	0	7	2,53,132	-

Item No. 11: Special Resolution

To approve continuation of directorship of Mr. M. S. Ramachandran (DIN: 00943629) as an Independent Director of the Company.

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	352	1,25,41,92,511	64	5,66,751	416	1,25,47,59,262	96.5378%
Votes against the resolution	95	4,49,98,939	2	686	97	4,49,99,625	3.4622%
Invalid votes/Abstained	6	85,56,200	0	0	6	85,56,200	-



Item No. 12: Special Resolution

To amend the Revised Employee Stock Option Scheme of the Company

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	348	1,24,58,58,672	66	5,67,437	414	1,24,64,26,109	95.3877%
Votes against the resolution	100	6,02,68,043	0	0	100	6,02,68,043	4.6123%
Invalid votes/Abstained	6	16,20,935	0	0	6	16,20,935	-

