October 31, 2020

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,

Sub: Declaration of voting results in relation to the postal ballot alongwith the report issued by the Scrutiniser

Pursuant to the provisions of section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force and subject to other applicable laws and regulations ("the Rules") read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020 and General Circular No 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), approval of the Members of the Company was sought through postal ballot through remote e-voting ("e-Postal Ballot"), with respect to the administrative support proposed to be extended to Mr. M. S. Ramachandran, non-executive Independent Director, Chairman of the Company. The last date for voting was October 30, 2020 till 5.00 p.m. IST.

In this context, kindly note that M/s. Mehta & Mehta, Company Secretaries, which was appointed as the Scrutiniser, has submitted their report dated October 30, 2020 ("Report") to the Company. As per the Report, the resolution mentioned in the notice of postal ballot dated September 21, 2020, was approved by the Members with requisite majority.

In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR), please find enclosed herewith the voting results of the postal ballot alongwith the Scrutiniser's report.

You are requested to kindly take the same on records.

Thanking you,

Yours sincerely,

For ICICI Prudential Life Insurance Company Limited

Vyoma Manek
Company Secretary
ACS 20384

Encl.: As above

	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
Date of the AGM/EGM/Last date of e-voting in case of Postal Ballot	30-10-2020
Total number of shareholders on record date	365734
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
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 - Administrative support proposed to be extended to Mr. M. S. Ramachandran, non-executive Independent Director, Chairman of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	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		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	292,743,635	219,520,257	74.9872	218,964,914	555,343	99.7470	0.2529	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		219,520,257	74.9872	218,964,914	555,343	99.7470	0.2530	0	0
Public- Non Institutions	E-Voting	88,020,573	36,128,690	41.0457	36,092,892	35,798	99.9009	0.0990	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		36,128,690	41.0457	36,092,892	35,798	99.9009	0.0991	0	0
	Total	1,435,886,991	1,310,771,730	91.2866	1,310,180,589	591,141	99.9549	0.0451	0	0

The resolution has been passed with requisite majority

SATYAN JAMBUNATHAN

Digitally signed by SATYAN JAMBUNATHAN
Date: 2020.10.31 20:59:45 +05'30'

Mehta & Mehta

201-206 SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK WORLI, MUMBAI-400 018
TEL +91-22-66119696, E-mail. dipti@mehta-mehta.com, Visit us: www.mehta-mehta.com.

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Report of Scrutiniser

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
ICICI Prudential Life Insurance Company Limited
ICICI Prulife Towers, 1089, Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025, India

Dear Sir,

Report on Postal Ballot Voting of ICICI Prudential Life Insurance Company Limited ("the Company")

I, **Ashwini Inamdar**, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries have been appointed as a Scrutiniser by the Board of Directors of ***ICICI Prudential Life Insurance Company Limited*** **("Company")** for the purpose of conducting the Postal Ballot through remote e-voting process carried out by the Company as per Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") on the resolution as mentioned in the Notice of Postal Ballot dated September 21, 2020, in a fair and transparent manner and do hereby submit my report as under:

1. The Notice of Postal Ballot (Notice) was sent to the Members of the Company on September 28, 2020.

2. The e-voting period commenced on Thursday, October 01, 2020 (09.00 a.m. IST) and ended on Friday, October 30, 2020 (05:00 p.m. IST).

3. On account of threat posed by COVID-19 pandemic situation, the Notice of Postal Ballot was sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope were not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members took place through the remote e-voting system only.

4. The Members holding shares as on the "cut off" date i.e. Thursday, September 24, 2020 were entitled to receive the Notice and vote on the proposed resolution.

5. The result of the scrutiny of the above postal ballot through remote e-voting in respect of passing of resolution contained in the Notice dated September 21, 2020, , is as under:

   a. Ordinary resolution – Administrative support proposed to be extended to Mr. M. S. Ramachandran, non-executive Independent Director, Chairman of the Company;

   Voted in **favour** of the resolution:

Number of members who voted	**Number of votes cast by them**	**% of total number of valid votes cast**
1884	1310180589	99.95

   Votes **against** the resolution:

Number of members who voted	**Number of votes cast by them**	**% of total number of valid votes cast**
179	591141	0.05

   Invalid votes:

Total number of members whose votes were declared invalid	**Total number of votes cast by them**
NIL	NIL

6. The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

7. The related papers with respect to the postal ballot will be handed over to the Company for safe custody of the same after the Chairman or any person authorised by him, signs the minutes/report of Postal Ballot process.

Thanking you,

Yours faithfully,
For **Mehta & Mehta**
Company Secretaries

Ashwini Inamdar
Partner
FCS : 9409
CP No : 11226
Date : October, 30 2020
Place : Mumbai

UDIN. : F009409B001116823

Countersigned by

SATYAN JAMBUNATHAN
Digitally signed by SATYAN JAMBUNATHAN
Date: 2020.10.31 21:00:16 +05'30'

_____
(Person authorized by the Chairman)
Mr. Satyan Jambunathan
Chief Financial Officer
ABEPJ7684A
ICICI Prudential Life Insurance Company Limited