

June 27, 2018

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 Scrutinizer

The 18th Annual General Meeting (AGM) of ICICI Prudential Life Insurance Company Limited (the Company) was held on Tuesday, June 26, 2018 at 2:30 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 June 19, 2018, being the cut-off and record date, by Karvy Computershare Private Limited (Karvy). The remote e-voting commenced at 9:00 a.m. IST on Saturday, June 23, 2018 and ended at 5:00 p.m. IST on Monday, June 25, 2018. 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.

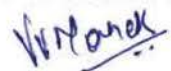
Accordingly, please find attached the following disclosures:

1. Voting results in the format prescribed under Regulation 44 of SEBI-LODR (as provided by the Agency for providing e-voting facility i.e. Karvy Computershare Pvt. Ltd.)
2. Consolidated Scrutinizer'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 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

Encl: As above

Summary of proceedings of the 18th Annual General Meeting of ICICI Prudential Life Insurance Company Limited

The 18th Annual General Meeting (AGM) of the Members of ICICI Prudential Life Insurance Company Limited (the Company) was held on Tuesday, June 26, 2018 at 2:30 p.m. at Swatantrya Veer Sawarkar Auditorium, 252, Shivaji Park, Dadar (West), Mumbai – 400028.

In the absence of Ms. Chanda Kochhar, Chairperson, Mr. Sandeep Bakhshi was designated by the Board of Directors of the Company as the Chairperson for the Meeting.

The Meeting was attended by 138 members in person, by proxy and through authorised representatives.

The following Directors were present at the Meeting:

1. Mr. Sandeep Bakhshi, non-executive Director
2. Mr. Raghunath Hariharan, non-executive Director
3. Mr. V. Sridar, non-executive Independent Director and Chairman of the Board Audit Committee
4. Mr. M. S. Ramachandran, non-executive Independent Director and Chairman of the Board Nomination and Remuneration Committee
5. Mr. Dilip Karnik, non-executive Independent Director
6. Mr. R. K. Nair, non-executive Independent Director
7. Mr. Dileep Choksi, non-executive Independent Director
8. Mr. N. S. Kannan, Managing Director & CEO¹
9. Mr. Puneet Nanda, Executive Director
10. Mr. Sandeep Batra, Executive Director

Mr. Vinod Kumar Dhall, Chairman of the Stakeholders Relationship Committee could not attend the AGM due to other unavoidable prior commitments. He had authorised Mr. Sandeep Batra, a member of that Committee, as the representative in his absence.

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

Mr. Vishwanath Venkataramanan, Partner - B. S. R. & Co. LLP and Mr. Sudhir Pillai, Partner - Walker Chandok and Co. LLP, the joint statutory auditors of the Company and Mr. Tushar Shridharani, authorised representative of Dr. K. R. Chandratre, Secretarial Auditor of the Company were also present.

The requisite quorum as per the Companies Act, 2013 (CA2013) being present, the Chairperson declared the Meeting to be in order and welcomed the Members attending the

¹ subject to necessary approvals

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 18th AGM alongwith the Addendum to the Notice was taken as read. The Chairperson 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 out 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.

The Chairperson then informed the Members that pursuant to his movement to ICICI Bank, he has ceased to be a Managing Director & CEO of the Company but will continue as a non-executive Director and Mr. N. S. Kannan, who was an executive Director of ICICI Bank has now been appointed as the Managing Director & CEO effective from June 19, 2018, subject to the Members and IRDAI's approval.

An audio visual presentation was then screened for the benefits of the Members.

The Chairperson then invited Members to ask their queries and also responded to queries/suggestions of the Members.

The Chairperson informed the members that pursuant to Companies Act, 2013 read with relevant Rules and provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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 June 19, 2018, being the cut-off and record date, by Karvy Computershare Private Limited (Karvy). The remote e-voting commenced at 9:00 a.m. IST on Saturday, June 23, 2018 and ended at 5:00 p.m. IST on Monday, June 25, 2018.

The Chairperson then informed that 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.

The Chairperson informed the Members that the Board of Directors of the Company had appointed Mehta & Mehta (Ms. Dipti Mehta representing Mehta & Mehta), Company Secretaries, as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

The Chairperson 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 Scrutinizer's Report and the same would be recorded as part of the proceedings of the AGM. The Chairperson 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:

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, 2018, 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, 2018, the Balance Sheet as at that date, together with the Report of the Auditors.
2. To declare final dividend ` 3.30 per equity share (including the special dividend of ` 1.10 per equity share) on equity shares.
3. To appoint a Director in place of Mr. Puneet Nanda (DIN: 02578795), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sandeep Batra (DIN: 03620913), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

5. Appointment of Mr. R. K. Nair (DIN: 07225354) as an Independent Director of the Company.
6. Appointment of Mr. Dileep Choksi (DIN: 00016322) as an Independent Director of the Company.
7. Appointment of Mr. Raghunath Hariharan, (DIN: 08007442) as a Director of the Company.
8. Re-appointment and revision in the remuneration of Mr. Sandeep Bakhshi (DIN: 00109206) (M.D & C.E.O) and amended the tenure from June 1, 2018 to June 18, 2018.
9. Revision in the remuneration of Mr. Puneet Nanda (DIN: 02578795) (Executive Director).
10. Revision in the remuneration of Mr. Sandeep Batra (DIN: 03620913) (Executive Director).
11. Appointment of Mr. N. S. Kannan (DIN: 00066009) as Managing Director & CEO of the Company
12. Appointment of Mr. Sandeep Bakhshi (DIN: 00109206) as non-executive Director of the Company

Based on the consolidated Scrutinizer's Report dated June 26, 2018, all resolutions as set out in the Notice of the AGM and the Addendum to the Notice 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
Date of the AGM/EGM	26-06-2018
Total number of shareholders on record date	345392
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	136
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, 2018, 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	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	106104355	58.0751	106104355	0	100.0000	0.0000	7013070
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		106377143	58.2244	106377143	0	100.0000	0.0000	7013070
Public- Non Institutions	E-Voting	122962666	29119403	23.6815	29118929	474	99.9983	0.0016	204
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098449	24.4777	30096975	1474	99.9951	0.0049	204
Total		1435555035	1266365980	88.2144	1266364506	1474	99.9999	0.0001	7013274

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, 2018, 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	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	106104355	58.0751	106104355	0	100.0000	0.0000	7013070
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		106377143	58.2244	106377143	0	100.0000	0.0000	7013070
Public- Non Institutions	E-Voting	122962666	29119294	23.6814	29118859	435	99.9985	0.0014	204
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098340	24.4776	30096905	1435	99.9952	0.0048	204
Total		1435555035	1266365871	88.2144	1266364436	1435	99.9999	0.0001	7013274

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	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113117425	61.9136	113117425	0	100.0000	0.0000	0
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113390213	62.0629	113390213	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	122962666	29119601	23.6817	29119193	408	99.9985	0.0014	144
	Poll		979046	0.7962	978036	1010	99.8968	0.1031	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098647	24.4779	30097229	1418	99.9953	0.0047	144
Total		1435555035	1273379248	88.7029	1273377830	1418	99.9999	0.0001	144



Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Puneet Nanda (DIN: 02578795), 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	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113117425	61.9136	113117425	0	100.0000	0.0000	0
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113390213	62.0629	113390213	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	122962666	29119097	23.6813	29117472	1625	99.9944	0.0055	410
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098143	24.4775	30095518	2625	99.9913	0.0087	410
Total		1435555035	1273378744	88.7029	1273376119	2625	99.9998	0.0002	410

Resolution No.	5								
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Sandeep Batra (DIN: 03620913), who retires by rotation.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113117425	61.9136	113117425	0	100.0000	0.0000	0
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113390213	62.0629	113390213	0	100.0000	0.0000	0
	E-Voting	122962666	29119078	23.6812	29117594	1484	99.9949	0.0050	410
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0



Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
Total			30098124	24.4774	30095640	2484	99.9917	0.0083	410
Total		1435555035	1273378725	88.7029	1273376241	2484	99.9998	0.0002	410

Resolution No.	6								
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for appointment of Mr. R. K. Nair, (DIN: 07225354) 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	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113117425	61.9136	112847425	270000	99.7613	0.2386	0
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113390213	62.0629	113120213	270000	99.7619	0.2381	0
Public- Non Institutions	E-Voting	122962666	29119078	23.6812	29117635	1443	99.9950	0.0049	410
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098124	24.4774	30095681	2443	99.9919	0.0081	410
Total		1435555035	1273378725	88.7029	1273106282	272443	99.9786	0.0214	410

Resolution No.	7								
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for appointment of Mr. Dileep Choksi, (DIN: 00016322) 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	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
	E-Voting		113117425	61.9136	83651516	29465909	73.9510	26.0489	0

Public- Institutions	Poll	182701981	272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113390213	62.0629	83924304	29465909	74.0137	25.9863	0
Public- Non Institutions	E-Voting	122962666	29119068	23.6812	29117690	1378	99.9952	0.0047	420
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098114	24.4774	30095736	2378	99.9921	0.0079	420
	Total	1435555035	1273378715	88.7029	1243910428	29468287	97.6858	2.3142	420

Resolution No.	8								
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for appointment of Mr. Raghunath Hariharan, (DIN: 08007442) as a 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	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113117425	61.9136	100518753	12598672	88.8623	11.1376	0
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113390213	62.0629	100791541	12598672	88.8891	11.1109	0
Public- Non Institutions	E-Voting	122962666	29119078	23.6812	29117745	1333	99.9954	0.0045	410
	Poll		979046	0.7962	977958	1088	99.8888	0.1111	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098124	24.4774	30095703	2421	99.9920	0.0080	410
	Total	1435555035	1273378725	88.7029	1260777632	12601093	99.0104	0.9896	410

Resolution No.	9								
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for re-appointment and revision in the remuneration of Mr. Sandeep Bakhshi (DIN: 00109206) (M.D & C.E.O).								
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	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0	
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0	
Public- Institutions	E-Voting	182701981	111950575	61.2750	111401486	549089	99.5095	0.4904	1166850	
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		112223363	61.4243	111674274	549089	99.5107	0.4893	1166850	
Public- Non Institutions	E-Voting	122962666	29119188	23.6813	29117897	1291	99.9955	0.0044	300	
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		30098234	24.4775	30095943	2291	99.9924	0.0076	300	
Total			1435555035	1272211985	88.6216	1271660605	551380	99.9567	0.0433	1167150

Resolution No.	10									
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for revision in the remuneration of Mr. Puneet Nanda (DIN: 02578795) (Executive 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	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0	
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0	
Public- Institutions	E-Voting	182701981	113117425	61.9136	112568336	549089	99.5145	0.4854	0	
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		113390213	62.0629	112841124	549089	99.5158	0.4842	0	
Public- Non Institutions	E-Voting	122962666	29119128	23.6813	29116801	2327	99.9920	0.0079	360	
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		30098174	24.4775	30094847	3327	99.9889	0.0111	360	
	Total	1435555035	1273378775	88.7029	1272826359	552416	99.9566	0.0434	360	

Resolution No.	11									
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for revision in the remuneration of Mr. Sandeep Batra (DIN: 03620913) (Executive 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	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113117425	61.9136	112568336	549089	99.5145	0.4854	0
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113390213	62.0629	112841124	549089	99.5158	0.4842	0
Public- Non Institutions	E-Voting	122962666	29119128	23.6813	29116901	2227	99.9923	0.0076	360
	Poll		979046	0.7962	978046	1000	99.8978	0.1021	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098174	24.4775	30094947	3227	99.9893	0.0107	360
Total		1435555035	1273378775	88.7029	1272826459	552316	99.9566	0.0434	360

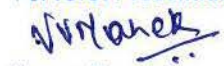
Resolution No.	12								
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for appointment of Mr. N. S. Kannan (DIN: 00066009) as Managing Director & CEO of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of 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	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113002139	61.8505	105208997	7793142	93.1035	6.8964	115286
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113274927	61.9998	105481785	7793142	93.1202	6.8798	115286
Public- Non Institutions	E-Voting	122962666	29119078	23.6812	29115435	3643	99.9874	0.0125	410
	Poll		979046	0.7962	978002	1044	99.8933	0.1066	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098124	24.4774	30093437	4687	99.9844	0.0156	410
Total		1435555035	1273263439	88.6949	1265465610	7797829	99.3876	0.6124	115696



Resolution No.	13								
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for appointment of Mr. Sandeep Bakhshi (DIN: 00109206) as the 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	1129890388	759105504	67.1840	759105504	0	100.0000	0.0000	0
	Poll		370784884	32.8160	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1129890388	100	1129890388	0	100.0000	0.0000	0
Public- Institutions	E-Voting	182701981	113002139	61.8505	113002139	0	100.0000	0.0000	115286
	Poll		272788	0.1493	272788	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		113274927	61.9998	113274927	0	100.0000	0.0000	115286
Public- Non Institutions	E-Voting	122962666	29119198	23.6813	29118380	818	99.9971	0.0028	290
	Poll		979046	0.7962	978002	1044	99.8933	0.1066	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		30098244	24.4775	30096382	1862	99.9938	0.0062	290
	Total	1435555035	1273263559	88.6949	1273261697	1862	99.9999	0.0001	115576

All the above resolutions have been passed with requisite majority

For ICICI Prudential Life Insurance Company Ltd.


Vyoma Manek
Company Secretary

Mehta & Mehta

COMPANY SECRETARIES

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

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Scrutinizer's Report

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

The Chairman

ICICI Prudential Life Insurance Company Limited

18th Annual General Meeting ("AGM") of the Members of ICICI Prudential Life Insurance Company Limited held on Tuesday, June 26, 2018 at Swatantrya Veer Sawarkar Auditorium, 252, Shivaji Park, Dadar (West), Mumbai – 400028

Dear Sir,

I, **Dipti Atul Mehta**, 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 18th 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 Computershare Private Limited ("Karvy").
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Tuesday, June 19, 2018 ("cut-off date").
3. The period for remote e-voting commenced on Saturday, June 23, 2018 at 09:00 a. m. (IST) and ended on Monday, June 25, 2018 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. Apoorva Srivastava and Ms. Avni Shah 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



Dipti Atul Mehta
Scrutinizer
FCS No: 3667
CP No: 3202

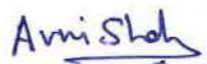
Place: Mumbai

Date: June 26, 2018

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 June 26, 2018.


Name : Ms. Apoorva Srivastava
Address : 401/16, Highland
Residency, Dhokali,
Thane (W) - 400607


Name : Ms. Avni Shah
Address : A4, 4th Floor, New Anant
Bhuvan, N. N. Street,
Mumbai-400009

Countersigned by



Chairman of the Board / Director authorized by the Board :
ICICI Prudential Life Insurance Company Limited

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, 2018, 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	349	894,328,788	99	372,035,718	448	1,266,364,506	99.9999%
Votes against the resolution	7	474	1	1,000	8	1,474	0.0001%
Invalid votes/Abstained	6	7,013,274	0	0	6	7,013,274	-

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, 2018, 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	350	894,328,718	99	372,035,718	449	1,266,364,436	99.9999%
Votes against the resolution	6	435	1	1,000	7	1,435	0.0001%
Invalid votes/Abstained	6	7,013,274	0	0	6	7,013,274	-

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	356	901,342,122	98	372,035,708	454	1,273,377,830	99.9999%
Votes against the resolution	3	408	2	1,010	5	1,418	0.0001%
Invalid votes/Abstained	2	144	0	0	2	144	-

Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Puneet Nanda (DIN: 02578795), 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	337	901,340,401	99	372,035,718	436	1,273,376,119	99.9998%
Votes against the resolution	20	1,625	1	1,000	21	2,625	0.0002%
Invalid votes/Abstained	6	410	0	0	6	410	-



Item No. 4: Ordinary Resolution

To appoint a Director in place of Mr. Sandeep Batra (DIN: 03620913), 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	338	901,340,523	99	372,035,718	437	1,273,376,241	99.9998%
Votes against the resolution	17	1,484	1	1,000	18	2,484	0.0002%
Invalid votes/Abstained	6	410	0	0	6	410	-

Item No. 5: Ordinary Resolution

To appoint Mr. R. K. Nair, (DIN: 07225354) as an Independent 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	340	901,070,564	99	372,035,718	439	1,273,106,282	99.9786%
Votes against the resolution	16	271,443	1	1,000	17	272,443	0.0214%
Invalid votes/Abstained	6	410	0	0	6	410	-

Item No. 6: Ordinary Resolution

To appoint Mr. Dileep Choksi, (DIN: 00016322) 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	288	871,874,710	99	372,035,718	387	1,243,910,428	97.6858%
Votes against the resolution	66	29,467,287	1	1,000	67	29,468,287	2.3142%
Invalid votes/Abstained	7	420	0	0	7	420	-

Item No. 7: Ordinary Resolution

To appoint Mr. Raghunath Hariharan, (DIN: 08007442) as a 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	321	888,742,002	98	372,035,630	419	1,260,777,632	99.0104%
Votes against the resolution	35	12,600,005	2	1,088	37	12,601,093	0.9896%
Invalid votes/Abstained	6	410	0	0	6	410	-



Item No. 8: Ordinary Resolution

To re-appoint and revise remuneration of Mr. Sandeep Bakhshi (DIN: 00109206) (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	330	899,624,887	99	372,035,718	429	1,271,660,605	99.9567%
Votes against the resolution	19	550,380	1	1,000	20	551,380	0.0433%
Invalid votes/Abstained	12	1,167,150	0	0	12	1,167,150	-

Item No. 9: Ordinary Resolution

To revise remuneration of Mr. Puneet Nanda (DIN: 02578795) (Executive 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	329	900,790,641	99	372,035,718	428	1,272,826,359	99.9566%
Votes against the resolution	26	551,416	1	1,000	27	552,416	0.0434%
Invalid votes/Abstained	6	360	0	0	6	360	-

Item No. 10: Ordinary Resolution

To revise remuneration of Mr. Sandeep Batra (DIN: 03620913) (Executive 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	330	900,790,741	99	372,035,718	429	1,272,826,459	99.9566%
Votes against the resolution	25	551,316	1	1,000	26	552,316	0.0434%
Invalid votes/Abstained	6	360	0	0	6	360	-

Item No. 11: Ordinary Resolution

To appoint Mr. N. S. Kannan (DIN: 00066009) as Managing Director & CEO 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	319	893,429,936	98	372,035,674	417	1,265,465,610	99.3876%
Votes against the resolution	33	7,796,785	2	1,044	35	7,797,829	0.6124%
Invalid votes/Abstained	9	115,696	0	0	9	115,696	-



Item No. 12: Ordinary Resolution

To appoint Mr. Sandeep Bakhshi (DIN: 00109206) as the 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	343	901,226,023	98	372,035,674	441	1,273,261,697	99.9999%
Votes against the resolution	10	818	2	1,044	12	1,862	0.0001%
Invalid votes/Abstained	8	115,576	0	0	8	115,576	-

