

July 18, 2017

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 17th Annual General Meeting (AGM) of ICICI Prudential Life Insurance Company Limited (the Company) was held on Monday, July 17, 2017 at 2:00 p.m. IST at Birla Matushri Sabhagar, 19, Sir Vitthal Das Thackersey Marg, Near Bombay Hospital & Medical Research Centre, New Marine Lines, Mumbai 400 020.

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, 2017, 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 Friday, July 14, 2017 and ended at 5:00 p.m. IST on Sunday, July 16, 2017. 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

Voting results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED	
Date of the AGM/EGM	17-07-2017
Total number of shareholders on record date	372292
No. of shareholders present in the meeting either in person or through Promoters and Promoter Group:	2
Public:	148
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 - 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, 2017, 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, 2017, the Balance Sheet as at that date, together with the Report 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	Invalid votes
Promoter and Promoter Group	E-Voting	1158601488	787816604	67.9972	787816604	0	100.0000	0.0000	0
	Poll		370784884	32.0028	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1158601488	100	1158601488	0	100	0	0
Public- Institutions	E-Voting	140659014	97979935	69.6578	97937388	42547	99.9565	0.0434	0
	Poll		486000	0.3455	486000	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		98465935	70.0033	98423388	42547	99.9568	0.0432	0
Public- Non Institutions	E-Voting	136101908	86368400	63.4586	86368324	76	99.9999	0.0000	0
	Poll		706276	0.5189	706263	13	99.9981	0.0018	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		87074676	63.9775	87074587	89	99.9999	0.0001	0
	Total	1435362410	1344142099	93.6448	1344099463	42636	99.9968	0.0032	0

Resolution No.	2								
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	Invalid votes
Promoter and Promoter Group	E-Voting	1158601488	787816604	67.9972	787816604	0	100.0000	0.0000	0
	Poll		370784884	32.0028	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1158601488	100	1158601488	0	100	0	0
Public- Institutions	E-Voting	140659014	97979935	69.6578	97979935	0	100.0000	0.0000	0
	Poll		486000	0.3455	486000	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		98465935	70.0033	98465935	0	100	0	0
Public- Non Institutions	E-Voting	136101908	86368394	63.4586	86368332	62	99.9999	0.0000	0
	Poll		706276	0.5189	706263	13	99.9981	0.0018	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		87074670	63.9775	87074595	75	99.9999	0.0001	0
	Total	1435362410	1344142093	93.6448	1344142018	75	100.0000	0.0000	0

Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Adrian O' Connor (DIN: 02417554), who retires by rotation and, being eligible, offers himself for re-appointment.								
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	Invalid votes



Promoter and Promoter Group	E-Voting	1158601488	787816604	67.9972	787816604	0	100.0000	0.0000	0	
	Poll		370784884	32.0028	370784884	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		1158601488	100	1158601488	0	100	0	0	
Public- Institutions	E-Voting	140659014	92661532	65.8767	64238712	28422820	69.3261	30.6738	0	
	Poll		486000	0.3455	486000	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		93147532	66.2222	64724712	28422820	69.4862	30.5138	0	
Public- Non Institutions	E-Voting	136101908	86368270	63.4585	86368047	223	99.9997	0.0002	0	
	Poll		706276	0.5189	706263	13	99.9981	0.0018	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		87074546	63.9774	87074310	236	99.9997	0.0003	0	
Total			1435362410	1338823566	93.2743	1310400510	28423056	97.8770	2.1230	0

Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. N.S Kannan (DIN: 00066009), who retires by rotation and, being eligible, offers himself for re-appointment.								
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	Invalid votes
Promoter and Promoter Group	E-Voting	1158601488	787816604	67.9972	787816604	0	100.0000	0.0000	0
	Poll		370784884	32.0028	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1158601488	100	1158601488	0	100	0	0
Public- Institutions	E-Voting	140659014	92661532	65.8767	88398873	4262659	95.3997	4.6002	0
	Poll		486000	0.3455	486000	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		93147532	66.2222	88884873	4262659	95.4238	4.5762	0
Public- Non Institutions	E-Voting	136101908	86368270	63.4585	86368047	223	99.9997	0.0002	0
	Poll		706276	0.5189	706219	57	99.9919	0.0080	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		87074546	63.9774	87074266	280	99.9997	0.0003	0
	Total	1435362410	1338823566	93.2743	1334560627	4262939	99.6816	0.3184	0

Resolution No.	5								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of M/s B S R & Co. LLP and M/s Walker Chandio& 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	Invalid votes
Promoter and Promoter Group	E-Voting	1158601488	787816604	67.9972	787816604	0	100.0000	0.0000	0
	Poll		370784884	32.0028	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1158601488	100	1158601488	0	100	0	0
Public- Institutions	E-Voting	140659014	97979935	69.6578	97979935	0	100.0000	0.0000	0
	Poll		486000	0.3455	486000	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		98465935	70.0033	98465935	0	100	0	0
Public- Non Institutions	E-Voting	136101908	86368270	63.4585	86368033	237	99.9997	0.0002	0
	Poll		706276	0.5189	706263	13	99.9981	0.0018	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		87074546	63.9774	87074296	250	99.9997	0.0003	0
	Total	1435362410	1344141969	93.6448	1344141719	250	100.0000	0.0000	0

Resolution No.	6								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. M. S. Ramachandran, (DIN: 00943629) 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	Invalid votes
Promoter and Promoter Group	E-Voting	1158601488	787816604	67.9972	787816604	0	100.0000	0.0000	0



	Poll		370784884	32.0028	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1158601488	100	1158601488	0	100	0	0
Public- Institutions	E-Voting	140659014	92661532	65.8767	82398940	10262592	88.9246	11.0753	0
	Poll		486000	0.3455	486000	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		93147532	66.2222	82884940	10262592	88.9824	11.0176	0
Public- Non Institutions	E-Voting	136101908	86368270	63.4585	86368033	237	99.9997	0.0002	0
	Poll		706276	0.5189	706263	13	99.9981	0.0018	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		87074546	63.9774	87074296	250	99.9997	0.0003	0
	Total	1435362410	1338823566	93.2743	1328560724	10262842	99.2334	0.7666	0

Resolution No.	7								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Dilip Karnik, (DIN: 06419513) 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	Invalid votes
Promoter and Promoter Group	E-Voting	1158601488	787816604	67.9972	787816604	0	100.0000	0.0000	0
	Poll		370784884	32.0028	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1158601488	100	1158601488	0	100	0	0
Public- Institutions	E-Voting	140659014	92661532	65.8767	92661532	0	100.0000	0.0000	0
	Poll		486000	0.3455	486000	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		93147532	66.2222	93147532	0	100	0	0
Public- Non Institutions	E-Voting	136101908	86368270	63.4585	86368077	193	99.9997	0.0002	0
	Poll		706276	0.5189	706263	13	99.9981	0.0018	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		87074546	63.9774	87074340	206	99.9998	0.0002	0
	Total	1435362410	1338823566	93.2743	1338823360	206	100.0000	0.0000	0

Resolution No.	8								
Resolution required: (Ordinary/ Special)	SPECIAL - Approval and ratification of ICICI Prudential Life Insurance Company Limited 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	Invalid votes
Promoter and Promoter Group	E-Voting	1158601488	787816604	67.9972	787816604	0	100.0000	0.0000	0
	Poll		370784884	32.0028	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1158601488	100	1158601488	0	100	0	0
Public- Institutions	E-Voting	140659014	91767761	65.2413	62487751	29280010	68.0933	31.9066	0
	Poll		486000	0.3455	486000	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		92253761	65.5868	62973751	29280010	68.2614	31.7386	0
Public- Non Institutions	E-Voting	136101908	86368331	63.4586	86367421	910	99.9989	0.0010	0
	Poll		706276	0.5189	706263	13	99.9981	0.0018	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		87074607	63.9775	87073684	923	99.9989	0.0011	0
	Total	1435362410	1337929856	93.2120	1308648923	29280933	97.8115	2.1885	0

Resolution No.	9								
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to Grant of Stock Options to the Employees/Directors of Holding, and/or Subsidiary Company (ies) (Present & Future) under the Revised 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	Invalid votes
Promoter and Promoter Group	E-Voting	1158601488	787816604	67.9972	787816604	0	100.0000	0.0000	0

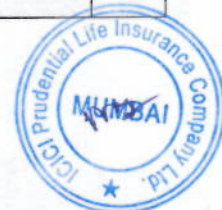


	Poll		370784884	32.0028	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1158601488	100	1158601488	0	100	0	0
Public- Institutions	E-Voting	140659014	91767761	65.2413	62802751	28965010	68.4366	31.5633	0
	Poll		486000	0.3455	486000	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		92253761	65.5868	63288751	28965010	68.6029	31.3971	0
Public- Non Institutions	E-Voting	136101908	86368105	63.4584	86366957	1148	99.9986	0.0013	0
	Poll		706276	0.5189	706263	13	99.9981	0.0018	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		87074381	63.9773	87073220	1161	99.9987	0.0013	0
	Total	1435362410	1337929630	93.2120	1308963459	28966171	97.8350	2.1650	0

Resolution No.	10								
Resolution required: (Ordinary/ Special)	ORDINARY - 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	Invalid votes
Promoter and Promoter Group	E-Voting	1158601488	787816604	67.9972	787816604	0	100.0000	0.0000	0
	Poll		370784884	32.0028	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1158601488	100	1158601488	0	100	0	0
Public- Institutions	E-Voting	140659014	92661532	65.8767	92112443	549089	99.4074	0.5925	0
	Poll		486000	0.3455	486000	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		93147532	66.2222	92598443	549089	99.4105	0.5895	0
Public- Non Institutions	E-Voting	136101908	86368044	63.4584	86366750	1294	99.9985	0.0014	0
	Poll		706276	0.5189	706263	13	99.9981	0.0018	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		87074320	63.9773	87073013	1307	99.9985	0.0015	0
	Total	1435362410	1338823340	93.2742	1338272944	550396	99.9589	0.0411	0

Resolution No.	11								
Resolution required: (Ordinary/ Special)	ORDINARY - 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	Invalid votes
Promoter and Promoter Group	E-Voting	1158601488	787816604	67.9972	787816604	0	100.0000	0.0000	0
	Poll		370784884	32.0028	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1158601488	100	1158601488	0	100	0	0
Public- Institutions	E-Voting	140659014	92661532	65.8767	92112443	549089	99.4074	0.5925	0
	Poll		486000	0.3455	486000	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		93147532	66.2222	92598443	549089	99.4105	0.5895	0
Public- Non Institutions	E-Voting	136101908	86368044	63.4584	86366888	1156	99.9986	0.0013	0
	Poll		706276	0.5189	706263	13	99.9981	0.0018	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		87074320	63.9773	87073151	1169	99.9987	0.0013	0
	Total	1435362410	1338823340	93.2742	1338273082	550258	99.9589	0.0411	0

Resolution No.	12								
Resolution required: (Ordinary/ Special)	ORDINARY - 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	Invalid votes
Promoter and Promoter Group	E-Voting	1158601488	787816604	67.9972	787816604	0	100.0000	0.0000	0
	Poll		370784884	32.0028	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1158601488	100	1158601488	0	100	0	0

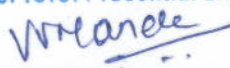


	Total		1158601488	100	1158601488	0	100	0	0
Public- Institutions	E-Voting	140659014	92661532	65.8767	92112443	549089	99.4074	0.5925	0
	Poll		486000	0.3455	486000	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		93147532	66.2222	92598443	549089	99.4105	0.5895	0
Public- Non Institutions	E-Voting	136101908	86368044	63.4584	86366888	1156	99.9986	0.0013	0
	Poll		706276	0.5189	706263	13	99.9981	0.0018	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		87074320	63.9773	87073151	1169	99.9987	0.0013	0
	Total	1435362410	1338823340	93.2742	1338273082	550258	99.9589	0.0411	0

Resolution No.	13								
Resolution required: (Ordinary/ Special)	ORDINARY - Payment of Profit linked commission to Non-Executive Directors.								
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	Invalid votes
Promoter and Promoter Group	E-Voting	1158601488	787816604	67.9972	787816604	0	100.0000	0.0000	0
	Poll		370784884	32.0028	370784884	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1158601488	100	1158601488	0	100	0	0
Public- Institutions	E-Voting	140659014	92661532	65.8767	92661532	0	100.0000	0.0000	0
	Poll		486000	0.3455	486000	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		93147532	66.2222	93147532	0	100	0	0
Public- Non Institutions	E-Voting	136101908	86368105	63.4584	86366587	1518	99.9982	0.0017	0
	Poll		706276	0.5189	706263	13	99.9981	0.0018	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		87074381	63.9773	87072850	1531	99.9982	0.0018	0
	Total	1435362410	1338823401	93.2742	1338821870	1531	99.9999	0.0001	0

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

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Scrutinizer's Report

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

The Chairperson

ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED

17th Annual General Meeting of the Members of ICICI Prudential Life Insurance Company Limited held on Monday, July 17, 2017 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Near Bombay Hospital & Medical Research Centre, New Marine Lines, Mumbai - 400020.

Dear Sir,

I, Dipti Mehta, Practising 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 17th Annual General Meeting (AGM) of the Company in respect of the Resolutions as set out in the Notice convening the AGM, do hereby submit my report as follows:

1. The Resolutions were transacted through the process of remote e-voting and Voting through electronic voting system at the venue of the AGM. For the purpose of remote e-voting and Voting through electronic voting system at the AGM, 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 Monday, July 10, 2017 (cut-off date).
3. The period for remote e-voting commenced on Friday, July 14, 2017 at 9.00 A.M. (IST) and ended on Sunday, July 16, 2017 at 5.00 P.M. (IST). Remote e-voting was blocked by Karvy at 05:00 P.M. IST on July 16, 2017.
4. The facility for voting through electronic voting system was made available at the AGM venue for the members attending the meeting and who had 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 Mr. Harshwardhan Kakkar and Mr. Chirag Rathod neither of whom are in the employment of the Company. The report on votes cast through remote e-voting was generated from karvy's e-voting website <https://evoting.karvy.com>.



6. The consolidated results of remote e-voting and Voting through electronic voting system at the AGM are enclosed as Annexure to this report.

Thanking you,

For Mehta & Mehta
Company Secretaries

Dipti Mehta
Scrutinizer



FCS No: 3667

CP No: 3202

Place: Mumbai

Date: July 17, 2017

Enclosed: Annexure

We the undersigned have witnessed that the votes cast through remote e-voting were unblocked from karvy's e-voting website <https://evoting.karvy.com> in our presence on Monday, July 17, 2017.

Harshwardhan Kakkar
17/07/2017

Chirag
17/07/2017

Name : Mr. Harshwardhan Kakkar
Address : G-2, Omkar Apts, 18th Road,
North Avenue, Santacruz
(West), Mumbai - 400054

Name : Mr. Chirag Rathod.
Address : Room No. 2, Rajesh
Compound, Dahisar (East),
Mumbai - 400068

Countersigned by

Sandeep Baxla
Chairperson / Director authorized by the Board
ICICI Prudential Life Insurance Company Limited

Item No. 1: Ordinary Resolution

- 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, 2017, 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, 2017, 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 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	296	972,122,316	69	371,977,147	365	1,344,099,463	99.9968%
Votes against the resolution	4	42,623	4	13	8	42,636	0.0032%
Invalid votes/ Abstained	1	44	-	-	1	44	-

Item No. 2: Ordinary Resolution

To declare dividend on equity shares

Particulars	Remote e-voting		Voting through electronic voting system at 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	298	972,164,871	69	371,977,147	367	1,344,142,018	100%
Votes against the resolution	2	62	4	13	6	75	0%
Invalid votes/ Abstained	1	50	-	-	1	50	-

Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Adrian O' Connor (DIN: 02417554), who retires by rotation and, being eligible, offers himself for re-appointment

Particulars	Remote e-voting		Voting through electronic voting system at 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	243	938,423,363	69	371,977,147	312	1,310,400,510	97.88%
Votes against the resolution	46	28,423,043	4	13	50	28,423,056	2.12%
Invalid votes/ Abstained	11	5,318,577	-	-	11	5,318,577	-



Item No. 4: Ordinary Resolution

To appoint a Director in place of Mr. N.S Kannan (DIN: 00066009), who retires by rotation and, being eligible, offers himself for re-appointment

Particulars	Remote e-voting		Voting through electronic voting system at 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	280	962,583,524	68	371,977,103	348	1,334,560,627	99.68%
Votes against the resolution	9	4,262,882	5	57	14	4,262,939	0.32%
Invalid votes/ Abstained	11	5,318,577	-	-	11	5,318,577	-

Item No. 5: Ordinary Resolution

Appointment of M/s B S R & Co. LLP and M/s Walker Chandiok & Co LLP as joint statutory auditors of the Company.

Particulars	Remote e-voting		Voting through electronic voting system at 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	291	972,164,572	69	371,977,147	360	1,344,141,719	100%
Votes against the resolution	5	237	4	13	9	250	0.00%
Invalid votes/ Abstained	4	174	-	-	4	174	-

Item No. 6: Ordinary Resolution

Appointment 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 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	262	956,583,577	69	371,977,147	331	1,328,560,724	99.23%
Votes against the resolution	27	10,262,829	4	13	31	10,262,842	0.77%
Invalid votes/ Abstained	11	5,318,577	-	-	11	5,318,577	-



Item No. 7: Ordinary Resolution

Appointment of Mr. Dilip Karnik, (DIN: 06419513) as an Independent Director of the Company.

Particulars	Remote e-voting		Voting through electronic voting system at 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	285	966,846,213	69	371,977,147	354	1,338,823,360	100.00%
Votes against the resolution	4	193	4	13	8	206	0.00%
Invalid votes/ Abstained	11	5,318,577	-	-	11	5,318,577	-

Item No. 8(A): Special Resolution

Approval and ratification of ICICI Prudential Life Insurance Company Limited Employee Stock Option Scheme.

Particulars	Remote e-voting		Voting through electronic voting system at 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	221	936,671,776	69	371,977,147	290	1,308,648,923	97.81%
Votes against the resolution	67	29,280,920	4	13	71	29,280,933	2.19%
Invalid votes/ Abstained	13	6,212,287	-	-	13	6,212,287	-

Item No. 8(B): Special Resolution

Approval to Grant of Stock Options to the Employees/Directors of Holding, and/or Subsidiary Company (ies) (Present & Future) under the Revised Scheme

Particulars	Remote e-voting		Voting through electronic voting system at 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	219	936,986,312	69	371,977,147	288	1,308,963,459	97.84%
Votes against the resolution	69	28,966,158	4	13	73	28,966,171	2.16%
Invalid votes/ Abstained	13	6,212,513	-	-	13	6,212,513	-



Item No. 9: Special Resolution

Revision in the remuneration of Mr. Sandeep Bakhshi (DIN: 00109206) (M.D & C.E.O)

Particulars	Remote e-voting		Voting through electronic voting system at 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	265	966,295,797	69	371,977,147	334	1,338,272,944	99.96%
Votes against the resolution	25	550,383	4	13	29	550,396	0.04%
Invalid votes/ Abstained	11	5,318,803	-	-	11	5,318,803	-

Item No. 10: Special Resolution

Revision in the remuneration of Mr. Puneet Nanda (DIN: 02578795) (Executive Director)

Particulars	Remote e-voting		Voting through electronic voting system at 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	266	966,295,935	69	371,977,147	335	1,338,273,082	99.96%
Votes against the resolution	24	550,245	4	13	28	550,258	0.04%
Invalid votes/ Abstained	11	5,318,803	-	-	11	5,318,803	-

Item No. 11: Special Resolution

Revision in the remuneration of Mr. Sandeep Batra (DIN: 03620913) (Executive Director)

Particulars	Remote e-voting		Voting through electronic voting system at 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	266	966,295,935	69	371,977,147	335	1,338,273,082	99.96%
Votes against the resolution	24	550,245	4	13	28	550,258	0.04%
Invalid votes/ Abstained	11	5,318,803	-	-	11	5,318,803	-



Item No. 12: Special Resolution**Payment of Profit linked commission to Non-Executive Directors.**

Particulars	Remote e-voting		Voting through electronic voting system at 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	263	966,844,723	69	371,977,147	332	1,338,821,870	100.00%
Votes against the resolution	28	1,518	4	13	32	1,531	0.00%
Invalid votes/ Abstained	10	5,318,742	-	-	10	5,318,742	-



Summary of proceedings of 17th Annual General Meeting of ICICI Prudential Life Insurance Company Limited

The 17th Annual General Meeting (AGM) of the Members of ICICI Prudential Life Insurance Company Limited (the Company) was held on Monday, July 17, 2017 at 2:00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Near Bombay Hospital & Medical Research Centre, New Marine Lines, Mumbai 400 020.

Ms. Chanda Kochhar, Chairperson of the Company, chaired the Meeting.

The Meeting was attended by 150 members in person, by proxy and through authorized representatives.

The following Directors were present at the Meeting:

1. Ms. Chanda Kochhar, Chairperson
2. Mr. N. S. Kannan, non-executive Director, Nominee of ICICI Bank Limited
3. Prof. Marti G. Subrahmanyam, non-executive Independent Director
4. Ms. Rama Bijapurkar, non-executive Independent Director and Chairperson of Board Nomination & Remuneration Committee
5. Mr. V. Sridar, non-executive Independent Director and Chairman of Board Audit Committee
6. Mr. M. S. Ramachandran, non-executive Independent Director
7. Mr. Dilip Karnik, non-executive Independent Director
8. Mr. Sandeep Bakhshi, Managing Director & CEO
9. Mr. Puneet Nanda, Executive Director
10. Mr. Sandeep Batra, Executive Director.

Mr. Vinod Kumar Dhall and Mr. Adrian O'Connor, non-executive Director, Nominee of Prudential Corporation Holdings Limited could not attend the AGM due to his other unavoidable prior commitments. Mr. Vinod Kumar Dhall, being the Chairman of Stakeholders Relationship Committee, requested Mr. Sandeep Bakhshi, being member of the Committee, to represent him at the AGM.

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

Mr. Vishwanath Venkataramanan, Partner - B. S. R. & Co. LLP, Mr. Khushroo Panthaky, Partner - Walker Chandiok and Co. LLP and Mr. Sudhir Pillai, Partner - Walker Chandiok 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 Meeting. The Chairperson thereafter introduced all the Directors and informed that the

register of proxies, instruments of proxy, the statutory register and other inspection documents were open for inspection by the Members till the conclusion of the Meeting. She 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 17th AGM was taken as read. The Chairperson informed the Members that there were no qualifications, observations or comments of the auditors in the Auditors Report. She 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 for the benefits of the Members.

The Chairperson then invited members to ask their queries. The Chairperson requested Mr. Sandeep Bakhshi, Managing Director & CEO to respond to the queries/suggestions of the Members.

The Chairperson 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, 2017, 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 Friday, July 14, 2017 and ended at 5:00 p.m. IST on Sunday, July 16, 2017.

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 Executive 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 resolutions in respect of following items of business as set out in the Notice of AGM dated May 30, 2017 were then proposed and seconded at the AGM:

Ordinary Business:

1. To receive, consider and adopt the standalone and consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2017, the Balance Sheet as at that date, together with the Reports of the Directors and Auditors.
2. To declare final dividend ₹ 3.50 per equity share (including the special dividend of ₹ 1.20 per equity share) on equity shares.
3. To appoint a Director in place of Mr. Adrian O' Connor, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. N. S. Kannan, who retires by rotation and, being eligible, offers himself for re-appointment.
5. Appointment of M/s B S R & Co. LLP and M/s Walker Chandiok & Co LLP as joint statutory auditors of the Company.

Special Business:

6. Appointment of Mr. M. S. Ramachandran as an Independent Director of the Company.
7. Appointment of Mr. Dilip Karnik as an Independent Director of the Company.
8. A) Approval and ratification of ICICI Prudential Life Insurance Company Limited Employee Stock Option Scheme.
B) Approval of Grant of Stock Options to the Employees/Directors of Holding, and/or Subsidiary Company (ies) (Present & Future) under the Revised Scheme.
9. Revision in the remuneration of Mr. Sandeep Bakhshi, Managing Director & CEO
10. Revision in the remuneration of Mr. Puneet Nanda, Executive Director
11. Revision in the remuneration of Mr. Sandeep Batra, Executive Director
12. Payment of Profit linked commission to Non-Executive Directors other than the Nominee Director(s) of the Company of an amount of ₹ 750,000 for year ended March 31, 2017, proportionately on basis of their tenure.

Basis the consolidated Scrutinizer's Report dated July 17, 2017, 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