

July 1, 2024

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,

Subject: Voting Results of the 24th Annual General Meeting and Consolidated report issued by the Scrutiniser pursuant to Section 108 of the Companies Act, 2013 and rules made thereunder

This is further to our letter dated June 28, 2024 with respect to submission of summary of proceedings of the 24th Annual General Meeting (AGM) of the Company held on Friday, June 28, 2024 through Video-Conferencing (VC) / Other Audio-Visual Means (OAVM).

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), and the General Circular dated September 25, 2023 issued by Ministry of Corporate Affairs and Circular dated October 7, 2023 issued by Securities and Exchange Board of India read with earlier Circular(s) issued in this regard by the respective authorities, the Company had provided an opportunity to all its members to exercise their voting rights through remote e-voting and electronic voting for the items of business to be transacted at the AGM. Accordingly, we enclose herewith the following:

1. Voting results in the format prescribed under Regulation 44 of SEBI Listing Regulations (as provided by the agency which has extended the e-voting facility i.e., National Securities Depository Limited).
2. Consolidated report of the Scrutiniser on remote e-voting and electronic voting during the AGM.

Kindly take the above information on records.

Thanking you,

Yours sincerely,

For ICICI Prudential Life Insurance Company Limited

Priya Nair
Company Secretary
ACS 17769

Encl.: As above

ICICI Prudential Life Insurance Company Limited

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

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

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CIN : L66010MH2000PLC127837

	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
Date of the AGM/EGM	28-06-2024
Total number of shareholders on record date	336461
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	2
Promoters and Promoter Group:	81
Public:	81

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - 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, 2024, 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, 2024, 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,05,51,22,783	1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	31,32,11,331	29,08,82,041	92.8709	29,05,28,554	3,53,487	99.8784	0.1215	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		29,08,82,041	92.8709	29,05,28,554	3,53,487	99.8785	0.1215	0	0
Public- Non Institutions	E-Voting	7,35,06,072	3,32,76,184	45.2700	3,32,73,977	2,207	99.9933	0.0066	0	0
	Poll		75,518	0.1027	75,518	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,33,51,702	45.3727	3,33,49,495	2,207	99.9934	0.0066	0	0
	Total	1,44,18,40,186	1,37,93,56,526	95.6664	1,37,90,00,832	3,55,694	99.9742	0.0258	0	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,05,51,22,783	1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	31,32,11,331	29,10,33,513	92.9192	29,08,19,857	2,13,656	99.9265	0.0734	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		29,10,33,513	92.9192	29,08,19,857	2,13,656	99.9266	0.0734	0	0
Public- Non Institutions	E-Voting	7,35,06,072	3,32,76,090	45.2699	3,32,74,094	1,996	99.9940	0.0059	0	0
	Poll		75,518	0.1027	75,518	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,33,51,608	45.3726	3,33,49,612	1,996	99.9940	0.0060	0	0
	Total	1,44,18,40,186	1,37,95,07,904	95.6769	1,37,92,92,252	2,15,652	99.9844	0.0156	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Sandeep Batra (DIN: 03620913), 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,05,51,22,783	1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	31,32,11,331	29,10,33,513	92.9192	27,39,91,077	1,70,42,436	94.1441	5.8558	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		29,10,33,513	92.9192	27,39,91,077	1,70,42,436	94.1442	5.8558	0	0
Public- Non Institutions	E-Voting	7,35,06,072	3,32,75,810	45.2695	3,32,68,893	6,917	99.9792	0.0207	0	0
	Poll		75,518	0.1027	75,518	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,33,51,328	45.3722	3,33,44,411	6,917	99.9793	0.0207	0	0
	Total	1,44,18,40,186	1,37,95,07,624	95.6769	1,36,24,58,271	1,70,49,353	98.7641	1.2359	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve appointment and remuneration of M. P. Chitale & Co. bearing ICAI registration number 101851W, as a Joint Statutory Auditor of the Company, to hold office from the conclusion of the 24th Annual General Meeting till the conclusion of the 28th Annual General Meeting.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,05,51,22,783	1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	31,32,11,331	29,10,33,513	92.9192	29,10,33,513	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		29,10,33,513	92.9192	29,10,33,513	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	7,35,06,072	3,32,75,910	45.2696	3,32,72,268	3,642	99.9890	0.0109	0	0
	Poll		75,518	0.1027	75,518	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,33,51,428	45.3723	3,33,47,786	3,642	99.9891	0.0109	0	0
Total	1,44,18,40,186	1,37,95,07,724	95.6769	1,37,95,04,082	3,642	99.9997	0.0003	0	0	

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider the audit remuneration of Walker Chandio & Co. LLP, bearing registration number 001076N/ NS00013, in connection with the audit of the accounts of the Company for FY2025									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,05,51,22,783	1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	31,32,11,331	29,10,33,513	92.9192	29,10,33,513	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		29,10,33,513	92.9192	29,10,33,513	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	7,35,06,072	3,32,75,910	45.2696	3,32,72,472	3,438	99.9896	0.0103	0	0
	Poll		75,518	0.1027	75,518	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,33,51,428	45.3723	3,33,47,990	3,438	99.9897	0.0103	0	0
Total	1,44,18,40,186	1,37,95,07,724	95.6769	1,37,95,04,286	3,438	99.9998	0.0002	0	0	

Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider the audit remuneration of Walker Chandio & Co. LLP, bearing registration number 001076N/ NS00013, for the services rendered as Assurance Provider for the Business Responsibility and Sustainability Report for FY2024									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,05,51,22,783	1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	31,32,11,331	29,10,33,513	92.9192	29,10,33,513	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		29,10,33,513	92.9192	29,10,33,513	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	7,35,06,072	3,32,75,866	45.2695	3,32,72,331	3,535	99.9893	0.0106	0	0
	Poll		75,518	0.1027	75,518	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,33,51,384	45.3722	3,33,47,849	3,535	99.9894	0.0106	0	0
Total	1,44,18,40,186	1,37,95,07,680	95.6769	1,37,95,04,145	3,535	99.9997	0.0003	0	0	

Resolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve revised thresholds for material related party transactions pertaining to the purchase and/ or sale of securities issued by related/non-related entities in primary/secondary market for FY2025									
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	1,05,51,22,783	0	0.0000	0	0	0.0000	0.0000	31,75,17,279	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		0	0.0000	0	0	0.0000	0.0000	0.0000	31,75,17,279
Public- Institutions	E-Voting	31,32,11,331	29,10,33,513	92.9192	29,10,33,513	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		29,10,33,513	92.9192	29,10,33,513	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	7,35,06,072	3,32,21,412	45.1955	3,32,16,885	4,527	99.9863	0.0136	54,425	0
	Poll		67,018	0.9127	67,018	0	100.0000	0.0000	8,500	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,32,88,430	45.2867	3,32,83,903	4,527	99.9864	0.0136	62,925	0
Total	1,44,18,40,186	32,43,21,943	22.4936	32,43,17,416	4,527	99.9986	0.0014	31,75,80,204	0	

Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve material related party transactions pertaining to the purchase and/ or sale of securities issued by related/non-related entities in primary/secondary market for FY2026									
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	1,05,51,22,783	0	0.0000	0	0	0.0000	0.0000	31,75,17,279	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		0	0.0000	0	0	0.0000	0.0000	31,75,17,279	0
Public- Institutions	E-Voting	31,32,11,331	29,10,33,513	92.9192	29,10,33,513	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		29,10,33,513	92.9192	29,10,33,513	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	7,35,06,072	3,32,21,460	45.1955	3,32,17,844	3,616	99.9891	0.0108	54,425	0
	Poll		67,018	0.9912	67,007	11	99.9835	0.0164	8,500	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,32,88,478	45.2867	3,32,84,851	3,627	99.9891	0.0109	62,925	0
Total	1,44,18,40,186	32,43,21,991	22.4936	32,43,18,364	3,627	99.9989	0.0011	31,75,80,204	0	

Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve related party transactions with ICICI Bank Limited									
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	1,05,51,22,783	0	0.0000	0	0	0.0000	0.0000	31,75,17,279	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		0	0.0000	0	0	0.0000	0.0000	31,75,17,279	0
Public- Institutions	E-Voting	31,32,11,331	29,10,33,513	92.9192	29,10,33,513	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		29,10,33,513	92.9192	29,10,33,513	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	7,35,06,072	3,32,21,485	45.1956	3,32,16,985	4,500	99.9864	0.0135	54,425	0
	Poll		67,018	0.9912	67,018	0	100.0000	0.0000	8,500	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,32,88,503	45.2868	3,32,84,003	4,500	99.9865	0.0135	62,925	0
Total	1,44,18,40,186	32,43,22,016	22.4936	32,43,17,516	4,500	99.9986	0.0014	31,75,80,204	0	

Resolution No.	10									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve the remuneration of Mr. Anup Bagchi Managing Director and CEO with effect from April 1, 2024									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,05,51,22,783	1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	31,32,11,331	29,10,33,513	92.9192	28,72,23,600	38,09,913	98.6909	1.3090	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		29,10,33,513	92.9192	28,72,23,600	38,09,913	98.6909	1.3091	0	0
Public- Non Institutions	E-Voting	7,35,06,072	3,32,75,910	45.2696	3,32,68,463	7,447	99.9776	0.0223	0	0
	Poll		75,518	0.1027	75,518	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,33,51,428	45.3723	3,33,43,981	7,447	99.9777	0.0223	0	0
Total	1,44,18,40,186	1,37,95,07,724	95.6769	1,37,56,90,364	38,17,360	99.7233	0.2767	0	0	

Resolution No.	11									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve revision in the quantum of profit related commission payable to the Non-Executive Independent Directors 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	Votes Abstained
Promoter and Promoter Group	E-Voting	1,05,51,22,783	1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,05,51,22,783	100.0000	1,05,51,22,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	31,32,11,331	29,10,22,093	92.9156	27,50,65,824	1,59,56,269	94.5171	5.4828	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		29,10,22,093	92.9156	27,50,65,824	1,59,56,269	94.5172	5.4828	0	0
Public- Non Institutions	E-Voting	7,35,06,072	3,32,76,090	45.2699	3,32,65,620	10,470	99.9685	0.0314	0	0
	Poll		75,518	0.1027	75,518	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,33,51,608	45.3726	3,33,41,138	10,470	99.9686	0.0314	0	0
Total	1,44,18,40,186	1,37,94,96,484	95.6761	1,36,35,29,745	1,59,66,739	98.8426	1.1574	0	0	



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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, for the 24th Annual General Meeting of ICICI Prudential Life Insurance Company Limited held on Friday, June 28, 2024 at 3.00 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Mitesh Dhaliwala, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of ICICI Prudential Life Insurance Company Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct and scrutinize the remote e-voting process in respect of the below mentioned resolutions proposed at the 24th Annual General Meeting ("AGM") of ICICI Prudential Life Insurance Company Limited on Friday, June 28, 2024 at 3.00 p.m.(IST) through VC/OAVM.

The notice dated May 30, 2024, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circulars dated May 5, 2020 read with other relevant circulars including 09/2023 dated 25th September 2023 (collectively referred to as "MCA Circulars").

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

The voting period for remote e-voting commenced on Tuesday, June 25, 2024 (9:00 a.m. IST) and ended on Thursday, June 27, 2024 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the “cut-off” date of Friday, June 21, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked in the presence of two witnesses not in the employment and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolutions.

Further, I would also like to mention that Shareholders who have split their votes into “Assent” as well as “Dissent” in respect of each DP ID/Client ID or Folio No., while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head “Assent”.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

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, 2024, 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, 2024, the Balance Sheet as at that date, together with the Report of the Auditors.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,201	1,37,90,00,832	99.97

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
26	3,55,694	0.03

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To declare dividend of ₹ 0.60 per equity share of the Company for the financial year ended March 31, 2024

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,204	1,37,92,92,252	99.98

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
23	2,15,652	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: 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.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,070	1,36,24,58,271	98.76

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
155	1,70,49,353	1.24

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 4: Ordinary Resolution

To approve appointment and remuneration of M. P. Chitale & Co. bearing ICAI registration number 101851W, as a Joint Statutory Auditor of the Company, to hold office from the conclusion of the 24th Annual General Meeting till the conclusion of the 28th Annual General Meeting.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,192	1,37,95,04,082	100.00 (Rounded off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
34	3,642	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 5: Ordinary Resolution

To consider the audit remuneration of Walker Chandiok & Co. LLP, bearing ICAI registration number 001076N/N500013, in connection with the audit of the accounts of the Company for FY2025.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,194	1,37,95,04,286	100.00 (Rounded off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
32	3,438	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 6: Ordinary Resolution

To consider audit remuneration of Walker Chandiook & Co. LLP, bearing ICAI registration number 001076N/N500013, for the services rendered as Assurance Provider for the Business Responsibility and Sustainability Report for FY2024.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,188	1,37,95,04,145	100.00 (Rounded off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
37	3,535	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 7: Ordinary Resolution

To approve revised thresholds for material related party transactions pertaining to the purchase and/ or sale of securities issued by related/non-related entities in primary/ secondary market for FY2025.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,175	32,43,17,416	100.00 (Rounded off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	4,527	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
*09	*31,75,80,204

* The said votes have been considered as Invalid since the members who have cast the votes are related parties to the company.

Resolution 8: Ordinary Resolution

To approve material related party transactions pertaining to the purchase and/ or sale of securities issued by related/non-related entities in primary/ secondary market for FY2026.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,173	32,43,18,364	100.00 (Rounded off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
42	3,627	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
*09	*31,75,80,204

* The said votes have been considered as Invalid since the members who have cast the votes are related parties to the company.

Resolution 9: Ordinary Resolution**To approve related party transactions with ICICI Bank Limited.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,177	32,43,17,516	100.00 (Rounded off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	4,500	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
*09	*31,75,80,204

* The said votes have been considered as Invalid since the members who have cast the votes are related parties to the company.

Resolution 10: Ordinary Resolution

To approve the remuneration of Mr. Anup Bagchi, Managing Director and Chief Executive Officer with effect from April 1, 2024.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,152	1,37,56,90,364	99.72

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
74	38,17,360	0.28

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 11: Ordinary Resolution

To approve revision in the quantum of profit related commission payable to the Non-Executive Independent Directors of the Company.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,116	1,36,35,29,745	98.84

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
110	1,59,66,739	1.16

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

Mitesh Dilip Digitally signed by
Mitesh Dilip Dhabliwala
Date: 2024.07.01
13:32:52 +05'30'
Dhabliwala

Mitesh Dhhabliwala

Parikh & Associates

Practising Company Secretaries

FCS: 8331 CP No.: 9511

111,11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai – 400053

Place: Mumbai

Dated: July 01, 2024

UDIN: F008331F000641898

P/R No.: 1129/2021

Countersigned by:

For ICICI Prudential Life Insurance Company Limited

Priya Nair Digitally signed by Priya
Nair
Date: 2024.07.01
17:43:30 +05'30'

Name: Priya Nair

Designation: Company Secretary

ACS: 17769