

September 19, 2025

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

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

Dear Sir/Madam,

Subject: Notice of Postal Ballot

Further to our letter dated September 12, 2025 and pursuant to Regulation 30 and 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot dated September 12, 2025 ("Notice") together with the Explanatory Statement, seeking approval of Members on the Special Business(es), as set out in the Notice.

The Notice is being sent only through electronic mode to all the Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, September 12, 2025 ("cut-off date"), and whose email address was registered with the Company/Depositories, as on said date.

The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating the remote e-voting facility, as the authorised agency. The remote e-voting period shall commence on Saturday, September 20, 2025, at 9.00 a.m. IST and conclude on Sunday, October 19, 2025, at 5.00 p.m. IST.

During this period, only those Members holding shares either in dematerialised form or physical form as on the cut-off date, and are otherwise not barred from voting, shall be entitled to cast their vote through remote e-voting during the e-voting period, in the manner and process as set out in this Notice.

The Notice is also available on the website of the Company at www.iciciprulife.com which can be accessed at [click here](#) and would also be available on the website of the National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to kindly take the same on records.

Thanking you,

Yours sincerely,

For ICICI Prudential Life Insurance Company Limited

Priya Nair
Company Secretary
ACS 17769

Encl: as above

Cc: Axis Trustee Services Limited, Debenture Trustee

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.iciciprulife.com

Phone: +91 22 4039 1600, Fax: +91 22 2437 6638, Email: corporate@iciciprulife.com

CIN: L66010MH2000PLC127837



ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED

CIN: L66010MH2000PLC127837

Regd. Office: ICICI Prulife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi,
Mumbai - 400 025, India

Tel: 022 4039 1600; **Fax:** 022 2437 6638

Website: www.iciciprulife.com; **Email:** investor@iciciprulife.com

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given that the resolution(s) set out below are proposed for approval by the members of ICICI Prudential Life Insurance Company Limited (the Company) by means of Postal Ballot, only by remote e-voting process (e-voting), pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, General Circular dated September 19, 2024 issued by Ministry of Corporate Affairs and Circular dated October 3, 2024 issued by Securities and Exchange Board of India read with earlier Circular(s) issued in this regard by the respective Authorities, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

The Board of Directors have appointed Mr. Alwyn D'Souza, (Membership No. F 5559), Proprietor of M/s. Alwyn D'souza & Co. and failing him, Mr. Jay D'Souza (Membership No. F 3058), Proprietor of, M/s. Jay D'Souza & Co., Practicing Company Secretaries, as the Scrutiniser for conducting the Postal Ballot e-voting process in a fair and transparent manner.

Members are requested to carefully read the said instructions mentioned in the Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process. The remote e-voting period will commence at 9.00 a.m. IST on Saturday, September 20, 2025 and will conclude at 5.00 p.m. IST on Sunday, October 19, 2025.

The Company has engaged the services of National Securities Depository Limited for the purpose of providing remote e-voting facility to its Members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

After completion of scrutiny of the votes, the Scrutiniser shall submit a consolidated Scrutiniser's Report as per Board Resolution dated Friday, September 12, 2025. The results of the Postal Ballot shall be declared on or before Tuesday, October 21, 2025.

The result declared along with the Scrutiniser's Report shall be placed on the Company's website i.e. www.iciciprulife.com and on the website of NSDL i.e. www.evoting.nsdl.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed and will also be displayed at the registered office of the Company. The resolution, if approved, shall be taken as having been duly passed on the last date specified for remote e-voting i.e. Sunday, October 19, 2025.

Mumbai
September 12, 2025

By Order of the Board

Priya Nair
Company Secretary
ACS 17769

ICICI Prudential Life Insurance Company Limited

ICICI PruLife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025. India.

Phone: +91 22 4039 1600, Fax: +91 22 2437 6638, Visit us at www.iciciprulife.com

CIN: L66010MH2000PLC127837

Registered Office:

ICICI Prulife Towers,
1089, Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025
Tel: 022 4039 1600; Fax: 022 2437 6638
investor@iciciprulife.com; www.iciciprulife.com
CIN: L66010MH2000PLC127837

NOTES

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning the special businesses in respect of Item No. 1 and 2 is annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members or the Register of Beneficial Owners maintained by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (the Depositories) as on Friday, September 12, 2025 (Cut-off Date) and whose e-mail address is registered with the Company/Registrar and Share Transfer Agent/ Depositories, as on said date.
3. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser by email to alwyn.co@gmail.com with a copy marked to evoting@nsdl.com.

Institutional Members (i.e. other than individuals, HUF, NRI etc.) may also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
4. Details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the Directors seeking approval for appointment have been annexed to this Notice. Requisite declarations have been received from the Directors seeking appointment.
5. The Company's Registrar to an Issue and Share Transfer Agent for its share registry is KFin Technologies Limited (KFin/Registrar/RTA) having its office at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, Unit: ICICI Prudential Life Insurance Company Limited.
6. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to investor@iciciprulife.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the period from Saturday, September 20, 2025 to Sunday, October 19, 2025.
7. The Notice has been uploaded on the website of the Company at www.iciciprulife.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of e-voting agency i.e. NSDL i.e. www.evoting.nsdl.com.
8. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
9. In terms of the aforesaid MCA Circulars, the business set out in the Notice will be transacted through electronic voting system and the Company shall provide the facility of voting by

ICICI Prudential Life Insurance Company Limited

ICICI PruLife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025, India.
Phone: +91 22 4039 1600, Fax: +91 22 2437 6638, Visit us at www.iciciprulife.com
CIN: L66010MH2000PLC127837

electronic means. Instructions and other information relating to remote e-voting are given in this Notice.

10. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
11. Members holding equity shares of the Company as on the Cut-off Date i.e. Friday, September 12, 2025 only shall be entitled to vote through remote e-voting process in relation to the resolution(s) specified in this Postal Ballot Notice.
12. Members are requested to intimate changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/ name etc. to their respective Depository Participant (s). Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
13. Members may access the SMART ODR Portal at <https://smartodr.in/login>.
14. Pursuant to the on-going 'Saksham Niveshak' campaign initiated as per directive of Investor Education and Protection Fund, Ministry of Corporate Affairs, this Notice may be also treated as a reminder to update pending KYC and bank details, to claim the unpaid/unclaimed dividends prior to the transfer of unpaid/unclaimed dividend and equity shares of the Company to the Investor Education and Protection Fund.

The details of unclaimed dividend are also available on the website of the Company at www.icicprulife.com.

15. Information and other instructions relating to e-voting:

- a. In terms of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rules, MCA Circulars and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, remote e-voting facility is being provided to all the Members of the Company.
- b. For the purpose of the remote e-voting facility to be provided to the Members, the Company has engaged NSDL, as the authorised agency.
- c. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-Off date, i.e. Friday, September 12, 2025 shall be entitled to vote (through remote e-voting). In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
- d. The voting rights of the Members shall be in proportion to their share in the paid-up share capital of the Company as on the Cut-Off date.
- e. The Cut-Off date i.e. Friday, September 12, 2025, is the date on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the Cut-Off date should treat this Notice for information purposes only.
- f. The remote e-voting period will commence at 9.00 a.m. IST on Saturday, September 20, 2025 and will end at 5.00 p.m. IST on Sunday, October 19, 2025.
- g. At the end of the remote e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
- h. The resolution(s), if approved, shall be deemed to have been passed on the last date of e-voting, which would be Sunday, October 19, 2025. The resolution(s) passed by the

ICICI Prudential Life Insurance Company Limited

ICICI PruLife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025. India.

Phone: +91 22 4039 1600, Fax: +91 22 2437 6638, Visit us at www.icicprulife.com

CIN: L66010MH2000PLC127837

Members through Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the Members.

16. Process for those members whose email ids are not registered with the depositories or who become a member after the despatch of the notice, for procuring user id and password and registration of e-mail ids for e-voting for the resolution(s) set out in this Notice:

- a. Members may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning the name, DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID); ii) client master or copy of Consolidated Account statement and iii) the PAN Card, to the email address of the Company i.e. investor@iciciprulife.com. If the Member is an individual shareholder holding securities in demat mode, he/she should refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- b. Alternatively a Member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point a or Point B, as the case may be.
- c. As per SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

17. The process and manner of e-voting:

NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e- voting system

A. Login method for e-voting for individual shareholders holding securities in demat mode

As per SEBI circular dated December 9, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

- a. Individual shareholders holding shares in demat mode with NSDL can login as follows:
 1. For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
 2. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open you will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on 'Access to e-

Voting' under e-voting services and you will be able to see e- Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.

3. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against name of the Company or name of the e-voting service provider and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.
5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



b. Individual shareholders holding shares in demat mode with CDSL can login as follows:

- 1.Existing users who have opted for CDSL Easi / Easiest can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- 2.After successful login of Easi/Easiest the user will be also able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e NSDL for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- 3.If the user is not registered for Easi/Easiest, option to register is available on CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- 4.Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat account. After successful authentication, the user will be able to see the respective e-voting service provider i.e. NSDL where

ICICI Prudential Life Insurance Company Limited

ICICI PruLife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025. India.

Phone: +91 22 4039 1600, Fax: +91 22 2437 6638, Visit us at www.iciciprulife.com

CIN: L66010MH2000PLC127837

the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

- c. Individual shareholders holding shares in demat mode can also login through their depository participants as follows:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once you have logged in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against name of the Company or e-voting service provider, i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.

- d. Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****

ICICI Prudential Life Insurance Company Limited

ICICI PruLife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025. India.

Phone: +91 22 4039 1600, Fax: +91 22 2437 6638, Visit us at www.iciciprulife.com

CIN: L66010MH2000PLC127837

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- I. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
- II. In case of any queries relating to e-voting you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on: 022 - 4886 7000 or send a request at evoting@nsdl.com.
- III. In case of any grievances connected with facility for e-voting, please contact Mr. Amit Vishal, Deputy Vice President, NSDL, T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051. Email: evoting@nsdl.com, Tel: 022 - 4886 7000.

Mumbai
September 12, 2025

By Order of the Board

Priya Nair
Company Secretary
ACS 17769

Registered Office:

ICICI Prulife Towers,
1089, Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Tel: 022 4039 1600; Fax: 022 2437 6638
investor@iciciprulife.com; www.iciciprulife.com
CIN: L66010MH2000PLC127837

ICICI Prudential Life Insurance Company Limited

ICICI PruLife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025. India.
Phone: +91 22 4039 1600, Fax: +91 22 2437 6638, Visit us at www.iciciprulife.com
CIN: L66010MH2000PLC127837

SPECIAL BUSINESSES:

1. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, if any, as amended from time to time, Mr. Naveen Tahilyani (DIN: 06594510), who was appointed as non-executive (Additional) Director by the Board of Directors effective September 13, 2025 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a non-executive Director of the Company effective September 13, 2025 and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Anup Bagchi, Managing Director & Chief Executive Officer, Mr. Deepak Kinger, Chief Risk and Governance Officer and Ms. Priya Nair, Company Secretary, be and are hereby, severally, authorized to do all such acts, deeds, matters and things as may be deemed necessary and incidental to give effect to this resolution.

2. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, if any, as amended from time to time, Mr. Samit Upadhyay (DIN: 11288692), who was appointed as non-executive (Additional) Director by the Board of Directors effective September 13, 2025 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a non-executive Director of the Company effective September 13, 2025 and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Anup Bagchi, Managing Director & Chief Executive Officer, Mr. Deepak Kinger, Chief Risk and Governance Officer and Ms. Priya Nair, Company Secretary, be and are hereby, severally, authorized to do all such acts, deeds, matters and things as may be deemed necessary and incidental to give effect to this resolution.

Mumbai
September 12, 2025

By Order of the Board

Priya Nair
Company Secretary
ACS 17769

Registered Office:

ICICI Prulife Towers,
1089, Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Tel: 022 4039 1600; Fax: 022 2437 6638
investor@iciciprulife.com; www.iciciprulife.com
CIN: L66010MH2000PLC127837

ICICI Prudential Life Insurance Company Limited

ICICI PruLife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025. India.
Phone: +91 22 4039 1600, Fax: +91 22 2437 6638, Visit us at www.iciciprulife.com
CIN: L66010MH2000PLC127837

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors, based on the recommendation of the Board Nomination and Remuneration Committee had appointed Mr. Naveen Tahilyani, as non-executive (Additional) Director of the Company with effect from September 13, 2025, subject to the approval of the shareholders.

As per Regulation 17(1C) SEBI Listing Regulations, the approval of shareholders is required to be taken for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Naveen Tahilyani has given his consent to act as a director and is not disqualified from being appointed as a director in terms of Section 164 of the Act and Rules framed thereunder. Further, in terms of Section 160 of Act, the Company has received notice in writing from a Member, proposing the candidature of Mr. Naveen Tahilyani for the office of non-executive Director of the Company.

Necessary disclosures pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings with regard to the appointment of Mr. Naveen Tahilyani are provided in Annexure I to this Notice.

Except Mr. Naveen Tahilyani and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1.

Your Directors recommend the Ordinary resolution set forth at Item No.1 for your approval.

Item No. 2

The Board of Directors, based on the recommendation of the Board Nomination and Remuneration Committee had appointed Mr. Samit Upadhyay, as non-executive (Additional) Director of the Company with effect from September 13, 2025, subject to the approval of the shareholders.

As per Regulation 17(1C) SEBI Listing Regulations, the approval of shareholders is required to be taken for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Samit Upadhyay has given his consent to act as a director and is not disqualified from being appointed as a director in terms of Section 164 of the Act and Rules framed thereunder. Further, in terms of Section 160 of Act, the Company has received notice in writing from a Member, proposing the candidature of Mr. Samit Upadhyay for the office of non-executive Director of the Company.

Necessary disclosures pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings with regard to the appointment of Mr. Samit Upadhyay are provided in Annexure I to this Notice.

Except Mr. Samit Upadhyay and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 2.

Your Directors recommend the Ordinary resolution set forth at Item No.2 for your approval.



Mumbai
September 12, 2025

By Order of the Board

Priya Nair
Company Secretary
ACS 17769

Registered Office:

ICICI Prulife Towers,
1089, Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Tel: 022 4039 1600; Fax: 022 2437 6638
investor@iciciprulife.com; www.iciciprulife.com
CIN: L66010MH2000PLC127837

ICICI Prudential Life Insurance Company Limited

ICICI PruLife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025. India.
Phone: +91 22 4039 1600, Fax: +91 22 2437 6638, Visit us at www.iciciprulife.com
CIN: L66010MH2000PLC127837

Annexure I to the Postal Ballot Notice

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Naveen Tahilyani	Mr. Samit Upadhyay
Age	51 years	45 years
Qualification	Postgraduate Diploma in Business Management from the Indian Institute of Management, Ahmedabad and a B. Tech in Electronics and Communication from the Indian Institute of Technology, Madras.	Fellow of the Institute of Actuaries of India and a Chartered Accountant.
Nature of expertise and experience	<p>At Prudential Plc, Mr. Naveen Tahilyani is the Regional CEO and is responsible for the businesses in India, Africa, the Philippines, and Cambodia, Laos and Myanmar (CLM) and leads the Group's Health business across all markets.</p> <p>Most recently Mr. Tahilyani has held board level positions at TATA Digital Private Limited and TATA AIA Life Insurance Company Limited and his insurance career has included more than seven years across two terms as Managing Director and CEO of Tata AIA, between which he led AIA's Group Partnership Distribution business across Asia. Prior to his career in insurance as an executive, Mr. Naveen Tahilyani spent more than seventeen years at McKinsey, advising banks and insurance companies across Asia.</p> <p>Qualification: Postgraduate Diploma in Business Management from the Indian Institute of Management, Ahmedabad and a B Tech in Electronics and Communication from the Indian Institute of Technology, Madras.</p>	<p>Mr. Samit Upadhyay is Head – Retail Assets at ICICI Bank, with responsibility for the P&L, strategy and growth of the Bank's secured and unsecured retail lending businesses, including mortgages, auto loans, education loans and personal finance solutions. He focuses on sustainable growth through customer-centric propositions, process excellence and technology-led innovation.</p> <p>With over two decades of experience in financial services, of which nearly a decade has been with the ICICI Group. Mr. Upadhyay has held leadership roles across banking and insurance. Prior to his current role, he was President – Chief Financial Officer and Head of Propositions & Health at Tata AIA Life Insurance, where he strengthened financial strategy and pioneered customer propositions that have since become significant in the Indian life insurance market. He has also led the Chief Risk Officer function at Tata AIA and held senior actuarial positions at HDFC Life and the Company.</p> <p>Qualification: Fellow of the Institute of Actuaries of India and a Chartered Accountant.</p>
Date of first appointment on the Board	September 13, 2025	September 13, 2025

ICICI Prudential Life Insurance Company Limited

ICICI PruLife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025. India.

Phone: +91 22 4039 1600, Fax: +91 22 2437 6638, Visit us at www.iciciprulife.com

CIN: L66010MH2000PLC127837

Name of the Director	Mr. Naveen Tahilyani	Mr. Samit Upadhyay
Terms and conditions of appointment or re-appointment	Please refer to the Resolution No. 1 and Explanatory Statement	Please refer to the Resolution No. 2 and Explanatory Statement
Remuneration last drawn (during the year) (per annum)	NIL	NIL
Remuneration proposed to be paid	NIL	NIL
Shareholding in the Company as on the date of this notice (in case of Non-Executive Directors, shareholding includes shareholding as a beneficial owner, if any)	3,005 equity shares	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL
No. of Board Meetings attended during FY2026*	NIL	NIL
Other Directorship (Includes directorship in public, private and foreign companies and insurance corporations)	NIL	NIL
Listed Companies from which the Director has resigned in the past three years (FY2023, FY2024, FY2025)**	NIL	NIL
Chairmanship/ Membership of the Committees of other Companies in which position of Director is held	NIL	NIL

*No Board Meeting held after date of appointment.

**Data pertains to listed Indian Companies

ICICI Prudential Life Insurance Company Limited

ICICI PruLife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025. India.

Phone: +91 22 4039 1600, Fax: +91 22 2437 6638, Visit us at www.iciciprulife.com

CIN: L66010MH2000PLC127837