

IPAMC/SE/28/26-27

June 24, 2026

**To,**  
**BSE Limited,**  
Listing Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001  
Scrip code: 544658

**To,**  
**National Stock Exchange of India Ltd.,**  
Listing Department,  
Exchange Plaza, 5th Floor, Plot No. C/1,  
G block, Bandra Kurla Complex, Bandra  
(East), Mumbai – 400051  
NSE Symbol: ICICIAMC

**Sub: Summary of proceedings and details of voting results of the Thirty-Third Annual General Meeting (AGM) of ICICI Prudential Asset Management Company Limited (the Company/the AMC)**

Dear Sir/Madam,

The Thirty-Third Annual General Meeting of the Members of ICICI Prudential Asset Management Company Limited was held on Wednesday, June 24, 2026 at 2:30 p.m. IST through Video Conferencing/Other Audio Visual Means in compliance with the applicable provisions of the Companies Act, 2013, rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

In this connection, we request you to please find enclosed herewith the following:

1. Summary of proceedings of the Thirty-Third AGM as required under Regulation 30 of the SEBI Listing Regulations;
2. Voting results pursuant to Regulation 44(3) of SEBI Listing Regulations; and
3. Consolidated Scrutinizer's Report for remote e-voting and voting during the AGM issued pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder.

A copy of this letter along with the aforesaid documents would also be made available on the Company's website at [www.icicipruamc.com](http://www.icicipruamc.com).

We request you to take the above information on record.

**For ICICI Prudential Asset Management Company Limited**

**Rakesh Shetty**  
**Chief Compliance Officer & Company Secretary**  
**Membership No.: A15506**

**Encl.: as above**

**ICICI Prudential Asset Management Company Limited**  
**Corporate Identity Number:** L99999DL1993PLC054135  
**Corporate Office:** ICICI Prudential Mutual Fund Tower, Vakola, Santacruz East, Mumbai – 400055 **Tel:** +91 22 6647 0200/2652 5000 **Fax:** +91 22 6666 6582/83, **website:** [www.icicipruamc.com](http://www.icicipruamc.com), **email id:** [enquiry@icicipruamc.com](mailto:enquiry@icicipruamc.com)  
**Central Service Office:** 2nd Floor, Block B-2, Nirlon Knowledge Park, Western Express Highway, Goregaon (East), Mumbai – 400 063 , **Tel No.:** 022 26852000, **Fax No.:** 022-2686 8313  
**Registered Office:** 12th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi – 110 001

**Summary of proceedings of the Thirty-Third Annual General Meeting of ICICI Prudential Asset Management Company Limited (the AMC/Company) held on Wednesday, June 24, 2026**

The Thirty-Third Annual General Meeting (AGM) of the Members of the AMC was held on Wednesday, June 24, 2026 at 2:30 p.m. IST through Video Conferencing/Other Audio Visual Means (VC/OAVM) in compliance with the applicable provisions of the Companies Act, 2013, read with rules made thereunder (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), General Circulars issued by the Ministry of Corporate Affairs (MCA) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Sandeep Batra, Chairman and Non-Executive Director of the AMC, chaired the Meeting.

The Chairman informed the Members that the Company had taken all feasible steps to enable Members to participate in the AGM through VC/OAVM and vote on the resolutions contained in the Notice of the AGM and that the proceedings of this Meeting were being webcasted live through NSDL platform. The requisite quorum being present, the Chairman declared the Meeting to be in order and welcomed the Members.

The Chairman welcomed Mr. Sidharatha Mishra, Mr. Rajeev Mittal and Mr. Prashant Kumar on the Board of Directors who had been appointed during FY2026. The Chairman expressed gratitude to Mr. Maldonado and Ms. Anubhuti Sanghai who had ceased to be the Directors during FY2026. The Chairman also expressed his gratitude towards Mr. Ved Prakash Chaturvedi who would complete his tenure as an Independent Director of the Company on June 30, 2026 for his valuable contribution and guidance over the years.

The Chairman thereafter requested all the Directors to introduce themselves one by one to the Members of the Company. All the Directors of the Company were present and introduced themselves one by one:

1. Mr. Sandeep Batra, Chairman and Non-Executive Director of the Company;
2. Mr. Antony Jacob, Independent Director of the Company and Chairman of Audit Committee and Risk Management Committee;
3. Mr. Dilip Karnik, Independent Director of the Company and Chairman of Nomination and Remuneration Committee;
4. Mr. Naved Masood, Independent Director of the Company and Chairman of Corporate Social Responsibility Committee;
5. Ms. Preeti Reddy, Independent Director of the Company and Chairperson of Unitholder Protection and Stakeholders Relationship Committee;
6. Mr. Ved Prakash Chaturvedi, Independent Director of the Company;
7. Mr. Prashant Kumar, Independent Director of the Company;
8. Mr. Sidharatha Mishra, Non - Executive Director of the Company;
9. Mr. Rajeev Mittal, Non - Executive Director of the Company;
10. Mr. Nimesh Shah, Managing Director and Chief Executive Officer of the Company;

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11. Mr. Sankaran Naren, Executive Director and Chief Investment Officer of the Company;

The Chairman informed the Members that apart from the Board of Directors, Mr. Naveen Agarwal, Chief Financial Officer and Mr. Rakesh Shetty, Chief Compliance Officer and Company Secretary of the Company participated in the AGM.

Representatives from Walker Chandio & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, Parikh and Associates, Secretarial Auditors of the Company and M/s. Alwyn D'souza and Co., Company Secretaries, Scrutinizer for the e-voting process had also attended the meeting.

The Chairman informed the Members that relevant documents referred in the Notice, requisite Registers maintained under Companies Act, 2013 (the Act) and other documents under applicable law which were required to be kept open for inspection at the AGM were made available electronically for inspection by the Members during this AGM at NSDL e-voting system.

With the consent of the Members present, the Notice convening the Thirty-Third AGM was taken as read.

The Chairman informed the Members that the Statutory Audit Report and the Secretarial Audit Report for the financial year ended March 31, 2026, did not contain any qualifications, reservations, adverse remarks or disclaimers. Pursuant to section 145 of the Companies Act, 2013 Auditors' Report was taken as read.

The Chairman then informed the Members that pursuant to the Act read with relevant Rules and SEBI Listing Regulations, the Company had provided an opportunity to all its Members to exercise their voting rights through remote e-voting facility for the agenda items of Notice to be transacted at the AGM during the period commencing from Saturday, June 20, 2026 at 9.00 a.m. (IST) to Tuesday, June 23, 2026 at 5.00 p.m. (IST). The facility for e-voting was also being made available for 15 minutes after the conclusion of this Meeting to those Members who had not cast their votes earlier through remote e-voting.

The Chairman thereafter read out the business proposed in the Notice of the AGM. The Chairman informed that all resolutions proposed were Ordinary Resolutions except Resolution No. 4 which was proposed to be passed as Special Resolution.

The Chairman informed the Members that M/s. Alwyn D'souza and Co., Practicing Company Secretaries was appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner and to scrutinize the votes cast through remote e-voting and voting during the AGM. The consolidated report of the Scrutinizer along with the results declared, would be hosted on the Company's website and on the website of NSDL and would also be submitted to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

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The Chairman requested the Moderator to call out the names of respective registered Speaker Members, to give their suggestions and seek clarifications on the agenda items set out in the Notice. The Moderator then called out the names of respective registered Speaker Members. The registered Speaker Members who had joined the Meeting, shared their views and sought information on the Company's financial performance, capital expenditure, branch network, market share, long term growth prospects and other operational matters.

An audio-visual presentation was screened, summarizing the performance of the Company across various areas.

Mr. Nimesh Shah, Managing Director welcomed the Members to the ICICI Prudential AMC family and conveyed his pleasure to address the Members at the first AGM post listing of the equity shares of the Company. Mr. Nimesh Shah thereafter responded to the questions/suggestions of the Members.

Thereafter, the Chairman informed the Members that the Meeting would be concluded upon completion of e-Voting period and authorised any Whole time Director or the Chief Financial Officer or the Chief Compliance Officer & Company Secretary of the Company, severally, to declare the results of the remote e-voting as well as for the electronic voting done at the Meeting, by announcing the results as per the statutory timelines to the stock exchanges as well as by disseminating the results on the website of the Company along with the Scrutinisers Report.

The Chairman then on behalf of the entire Board of Directors and on behalf of the management, expressed sincere appreciation to the Members, unitholders and clients, distributors and other stakeholders for their continued confidence and trust in the Company. He also expressed sincere gratitude to all regulatory authorities and industry associations for their continued guidance and to all the employees for their commitment.

After 15 minutes, Mr. Rakesh Shetty, Chief Compliance Officer and Company Secretary announced that the time to cast the votes had elapsed and accordingly the e-Voting system was disabled. He thereafter thanked the Members for their participation at the Meeting. The Meeting concluded at 4.10 p.m. (IST) including 15 minutes of e-Voting facility provided to the Members during the AGM.

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The following items of business were transacted through remote e-voting and through e-voting during the AGM:

<b>Resolution No.</b>	<b>Resolution Description</b>	<b>Type of Resolution</b>
<b>Ordinary Business</b>		
1.	Adoption of the financial statements for the year ended March 31, 2026 together with the Reports of the Directors and the Auditors thereon.	Ordinary
2.	Declaration of final dividend of ₹12.40 per equity share of ₹ 1 each for the financial year ended March 31, 2026	Ordinary
3.	Appointment of a Director in place of Mr. Nimesh Shah (DIN: 01709631), who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment	Ordinary
<b>Special Business</b>		
4.	Appointment of Mr. Prashant Kumar (DIN: 07562475) as an Independent Director of the Company	Special
5.	Appointment of Mr. Rajeev Mittal (DIN: 03469388) as Non-Executive Director of the Company	Ordinary
6.	Appointment of M/s. Parikh & Associates, practicing company secretaries (Firm Unique Code: P1988MH009800) as Secretarial Auditors for a term of five (5) consecutive years	Ordinary
7.	Revision in remuneration of Mr. Nimesh Shah, Managing Director (DIN: 01709631)	Ordinary
8.	Revision in remuneration of Mr. Sankaran Naren, Executive Director (DIN: 07498176)	Ordinary

Based on the consolidated Scrutinizer's report dated June 24, 2026, all resolutions as set out in the Notice of the AGM dated May 21, 2026 have been passed by the Members with requisite majority.

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### General information about company

Scrip code	544658
NSE Symbol	ICICIAMC
MSEI Symbol	NOTLISTED
ISIN	INE346A01027
Name of the company	ICICI PRUDENTIAL ASSET MANAGEMENT COMPANY LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-06-2026
Start time of the meeting	02:30 PM
End time of the meeting	4:10 PM

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### Scrutinizer Details

Name of the Scrutinizer	Alwyn D'souza
Firms Name	Alwyn D'Souza & Co.,
Qualification	CS
Membership Number	FCS5559
Date of Board Meeting in which appointed	21-05-2026
Date of Issuance of Report to the company	24-06-2026

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Voting results	
Record date	17-06-2026
Total number of shareholders on record date	597304
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	2
b) Public	105
<b>No. of resolution passed in the meeting</b>	<b>8</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the financial statements for the year ended March 31, 2026 together				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		432923909	99.9986	432923909	0	100.0000	0.0000
	Poll	432930069	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	432930069	432923909	99.9986	432923909	0	100.0000	0.0000
Public- Institutions	E-Voting		37210477	78.1080	37210477	0	100.0000	0.0000
	Poll	47639788	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	47639788	37210477	78.1080	37210477	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1351959	9.8765	1351799	160	99.9882	0.0118
	Poll	13688663	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	13688663	1351959	9.8765	1351799	160	99.9882	0.0118
<b>Total</b>		494258520	471486345	95.3927	471486185	160	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
<b>Disclosure of notes on resolution</b>							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare final dividend of ₹ 12.40 per equity share of ₹ 1 each for the financial year ended March				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		432923909	99.9986	432923909	0	100.0000	0.0000
	Poll	432930069	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	432930069	432923909	99.9986	432923909	0	100.0000	0.0000
Public-Institutions	E-Voting		37210477	78.1080	37210477	0	100.0000	0.0000
	Poll	47639788	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	47639788	37210477	78.1080	37210477	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1351962	9.8765	1351797	165	99.9878	0.0122
	Poll	13688663	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	13688663	1351962	9.8765	1351797	165	99.9878	0.0122
<b>Total</b>		494258520	471486348	95.3927	471486183	165	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
<b>Disclosure of notes on resolution</b>							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Nimesh Shah (DIN: 01709631), who retires by rotation in terms				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		432923909	99.9986	432923909	0	100.0000	0.0000
	Poll	432930069	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	432930069	432923909	99.9986	432923909	0	100.0000	0.0000
Public- Institutions	E-Voting		37210477	78.1080	36271303	939174	97.4760	2.5240
	Poll	47639788	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	47639788	37210477	78.1080	36271303	939174	97.4760	2.5240
Public- Non Institutions	E-Voting		1351920	9.8762	1351487	433	99.9680	0.0320
	Poll	13688663	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	13688663	1351920	9.8762	1351487	433	99.9680	0.0320
<b>Total</b>		494258520	471486306	95.3927	470546699	939607	99.8007	0.1993
<b>Whether resolution is Pass or Not.</b>								Yes
<b>Disclosure of notes on resolution</b>								<a href="#">Add Notes</a>

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (4)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Appointment of Mr. Prashant Kumar (DIN: 07562475) as an Independent Director of the Company			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		432923909	99.9986	432923909	0	100.0000	0.0000
	Poll	432930069	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	432930069	432923909	99.9986	432923909	0	100.0000	0.0000
Public- Institutions	E-Voting		37210477	78.1080	36870973	339504	99.0876	0.9124
	Poll	47639788	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	47639788	37210477	78.1080	36870973	339504	99.0876	0.9124
Public- Non Institutions	E-Voting		1351900	9.8761	1351479	421	99.9689	0.0311
	Poll	13688663	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	13688663	1351900	9.8761	1351479	421	99.9689	0.0311
<b>Total</b>		494258520	471486286	95.3926	471146361	339925	99.9279	0.0721
<b>Whether resolution is Pass or Not.</b>							Yes	
<b>Disclosure of notes on resolution</b>							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Appointment of Mr. Rajeev Mittal (DIN: 03469388) as Non-Executive Director of the Company						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		432923909	99.9986	432923909	0	100.0000	0.0000
	Poll	432930069	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	432930069	432923909	99.9986	432923909	0	100.0000	0.0000
Public- Institutions	E-Voting		37210477	78.1080	36610185	600292	98.3868	1.6132
	Poll	47639788	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	47639788	37210477	78.1080	36610185	600292	98.3868	1.6132
Public- Non Institutions	E-Voting		1351904	9.8761	1351563	341	99.9748	0.0252
	Poll	13688663	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	13688663	1351904	9.8761	1351563	341	99.9748	0.0252
<b>Total</b>		494258520	471486290	95.3926	470885657	600633	99.8726	0.1274
<b>Whether resolution is Pass or Not.</b>							Yes	
<b>Disclosure of notes on resolution</b>							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Appointment of M/s. Parikh & Associates, practicing company secretaries as Secretarial Auditors for						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		432923909	99.9986	432923909	0	100.0000	0.0000
	Poll	432930069	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	432930069	432923909	99.9986	432923909	0	100.0000	0.0000
Public- Institutions	E-Voting		37210477	78.1080	37210477	0	100.0000	0.0000
	Poll	47639788	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	47639788	37210477	78.1080	37210477	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1351914	9.8762	1351684	230	99.9830	0.0170
	Poll	13688663	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	13688663	1351914	9.8762	1351684	230	99.9830	0.0170
<b>Total</b>		494258520	471486300	95.3926	471486070	230	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
<b>Disclosure of notes on resolution</b>							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

[Home](#)[Validate](#)**Resolution (7)**

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Revision in remuneration of Mr. Nimesh Shah, Managing Director (DIN: 01709631)						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		432923909	99.9986	432923909	0	100.0000	0.0000
	Poll	432930069	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	432930069	432923909	99.9986	432923909	0	100.0000	0.0000
Public- Institutions	E-Voting		37210477	78.1080	37176673	33804	99.9092	0.0908
	Poll	47639788	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	47639788	37210477	78.1080	37176673	33804	99.9092	0.0908
Public- Non Institutions	E-Voting		1351914	9.8762	1351162	752	99.9444	0.0556
	Poll	13688663	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	13688663	1351914	9.8762	1351162	752	99.9444	0.0556
<b>Total</b>		494258520	471486300	95.3926	471451744	34556	99.9927	0.0073
<b>Whether resolution is Pass or Not.</b>							Yes	
<b>Disclosure of notes on resolution</b>							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Revision to remuneration of Mr. Sankaran Naren, Executive Director (bearing DIN: 07498176)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		432923909	99.9986	432923909	0	100.0000	0.0000
	Poll	432930069	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	432930069	432923909	99.9986	432923909	0	100.0000	0.0000
Public- Institutions	E-Voting		37210477	78.1080	37176673	33804	99.9092	0.0908
	Poll	47639788	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	47639788	37210477	78.1080	37176673	33804	99.9092	0.0908
Public- Non Institutions	E-Voting		1351912	9.8761	1351216	696	99.9485	0.0515
	Poll	13688663	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	13688663	1351912	9.8761	1351216	696	99.9485	0.0515
<b>Total</b>		494258520	471486298	95.3926	471451798	34500	99.9927	0.0073
<b>Whether resolution is Pass or Not.</b>							Yes	
<b>Disclosure of notes on resolution</b>							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

**CONSOLIDATED SCRUTINIZER'S REPORT**

ON

THE REMOTE E-VOTING AND ELECTRONIC VOTING AT THE 33<sup>RD</sup>  
ANNUAL GENERAL MEETING OF ICICI PRUDENTIAL ASSET  
MANAGEMENT COMPANY LIMITED HELD THROUGH VIDEO  
CONFERENCE ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM")

ON

WEDNESDAY, JUNE 24, 2026 AT 2.30 P.M. (IST)

# Alwyn D'Souza & Co.

Company Secretaries

[Firm Registration No: S2003MH061200] [Peer Review Certificate No.5936/2024]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,  
Mira Road (East), Thane-401107; Tel: 022-79629822; Mob: 09820465195;

E-mail: [alwyn@alwynjay.com](mailto:alwyn@alwynjay.com) ;Website : [www.alwynjay.com](http://www.alwynjay.com)

## Report of the Scrutinizer

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

To,

The Chairman / Company Secretary

of the 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of ICICI Prudential  
Asset Management Company Limited, held on Wednesday, June 24, 2026 at 2.30  
p.m. IST

Dear Sir,

I, **Alwyn D'Souza** of M/s. Alwyn D'Souza & Co., Company Secretaries, Mumbai, appointed by the Board of Directors of **ICICI Prudential Asset Management Company Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and electronic voting conducted for and during the Annual General Meeting ("AGM") 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 in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) for the 33<sup>rd</sup> Annual General Meeting of the Company held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Wednesday, June 24, 2026 at 2.30 p.m. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

I, submit my report as under:

- a) Ministry of Corporate Affairs ("MCA") vide its Circular dated September 22, 2025 allowed the Companies to conduct their Annual General Meeting (AGM) and Extra Ordinary General Meetings (EGM) through Video Conference (VC) or Other Audio Visual Means till further orders. The said Circular is in continuation of previous MCA circulars namely Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars"). Thus, in

compliance with the provisions of the Companies Act, 2013 ("the Act") and MCA Circulars, the AGM of the Company is being held through VC/OAVM without the physical presence of the Members at a common venue.

SEBI and MCA vide their various Circulars issued from time to time has granted relaxations in respect of sending physical copies of Annual Reports to shareholders and requirement of proxy for general meetings held through electronic mode.

Further, as confirmed by the Company, the Notice of the AGM along with the Annual Report for FY2026 was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company or Kfin Technologies Limited Registrar & Share Transfer Agent ("RTA"), or CDSL/NSDL (Depositories)/Depository Participants and had also been uploaded on the website of the Company. Further, in terms of Regulation 36 of the SEBI Listing Regulations, a letter containing the exact web-link for accessing the Annual Report for FY2026 had been sent to those Members whose e-mail addresses were not registered, at their addresses as recorded with the Company/RTA/Depositories/Depository Participants.

- b) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-Voting (which includes remote e-Voting and the voting through electronic voting system during the AGM) on the resolutions proposed in the Notice calling the 33<sup>rd</sup> AGM of the Company was the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and render a Consolidated Scrutinizer's Report on the voting to the Chairman.
- c) The e-voting facility both for e-voting prior to the AGM (remote e-voting) and the electronic voting at the AGM was provided by National Securities Depository Limited ("NSDL").
- d) The remote e-voting was concluded on Tuesday, June 23, 2026 (5:00 p.m. IST).
- e) At the 33<sup>rd</sup> AGM of the Company held on Wednesday, June 24, 2026, the Chairman had at the end of the discussions on the resolution(s) announced that the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the meeting through VC/OAVM but could not participate in the remote e-voting to record their votes on the resolutions to be passed. Members who had exercised their vote through remote e-voting were not allowed to vote during the AGM.
- f) After the closure of the voting by electronic means at the AGM, the votes cast through electronic voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Wednesday, June 24, 2026 at around 4.12 p.m. in the presence of two witnesses viz., Mr. Edlon Dsouza and Mr. Krishnakant Adagale who are not in the employment of the Company, on the e-voting website of NSDL (<https://www.evoting.nsdl.com/>) and a final electronic report was generated by me. The data generated was diligently scrutinized.

- g) I hereby submit a consolidated scrutinizer's report pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 33<sup>rd</sup> AGM based on the scrutiny of remote e-voting and the electronic voting during the AGM and votes cast therein based on the data downloaded from the electronic voting system by NSDL.
- h) The results of the remote e-voting together with that of the voting through electronic voting system conducted at the AGM through VC/OAVM are as under:

**1. RESOLUTION NO. 1 AS AN ORDINARY RESOLUTION:**

**To receive, consider and adopt the financial statements for the year ended March 31, 2026 together with the Reports of the Directors and the Auditors thereon.**

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1,340	47,14,82,570	-
E-voting during the AGM	18	3,615	-
<b>TOTAL</b>	<b>1,358</b>	<b>47,14,86,185</b>	<b>100.00</b>

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	20	160	-
E-voting during the AGM	0	0	-
<b>TOTAL</b>	<b>20</b>	<b>160</b>	<b>0.00</b>

(iii) **Invalid/abstain** votes:

Particulars of Voting	Total number of members whose votes were declared Invalid/abstain	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

2. **RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION:**

To declare final dividend of ₹12.40 per equity share of ₹ 1 each for the financial year ended March 31, 2026.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1,342	47,14,82,568	-
E-voting during the AGM	18	3615	-
<b>TOTAL</b>	<b>1,360</b>	<b>47,14,86,183</b>	<b>100.00</b>

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	19	165	-
E-voting during the AGM	0	0	-
<b>TOTAL</b>	<b>19</b>	<b>165</b>	<b>0.00</b>

(iii) **Invalid/abstain votes:**

Particulars of Voting	Total number of members whose votes were declared Invalid/abstain	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

**3. RESOLUTION NO. 3 AS AN ORDINARY RESOLUTION:**

To appoint a Director in place of Mr. Nimesh Shah (DIN: 01709631), who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1,312	47,05,43,084	-
E-voting during the AGM	18	3615	-
<b>TOTAL</b>	<b>1,330</b>	<b>47,05,46,699</b>	<b>99.80</b>

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	44	9,39,607	-
E-voting during the AGM	0	0	-
<b>TOTAL</b>	<b>44</b>	<b>9,39,607</b>	<b>0.20</b>

(iii) **Invalid/abstain votes:**

Particulars of Voting	Total number of members whose votes were declared Invalid/abstain	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

**4. RESOLUTION NO. 4 AS A SPECIAL RESOLUTION:**

Appointment of Mr. Prashant Kumar (DIN: 07562475) as an Independent Director of the Company.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1,299	47,11,42,740	-
E-voting during the AGM	19	3,621	-
<b>TOTAL</b>	<b>1,318</b>	<b>47,11,46,361</b>	<b>99.93</b>

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	54	3,39,925	-
E-voting during the AGM	0	0	-
<b>TOTAL</b>	<b>54</b>	<b>3,39,925</b>	<b>0.07</b>

(iii) **Invalid/abstain votes:**

Particulars of Voting	Total number of members whose votes were declared Invalid/abstain	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

**5. RESOLUTION NO. 5 AS AN ORDINARY RESOLUTION:**

**Appointment of Mr. Rajeev Mittal (DIN: 03469388) as Non-Executive Director of the Company.**

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1,308	47,08,82,036	-
E-voting during the AGM	19	3621	-
<b>TOTAL</b>	<b>1,327</b>	<b>47,08,85,657</b>	<b>99.87</b>

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	44	6,00,633	-
E-voting during the AGM	0	0	-
<b>TOTAL</b>	<b>44</b>	<b>6,00,633</b>	<b>0.13</b>

(iii) **Invalid/abstain votes:**

Particulars of Voting	Total number of members whose votes were declared Invalid/abstain	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

**6. RESOLUTION NO. 6 AS AN ORDINARY RESOLUTION:**

Appointment of M/s. Parikh & Associates, practicing company secretaries as Secretarial Auditors for a term of five (5) consecutive years.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1,320	47,14,82,455	-
E-voting during the AGM	18	3615	-
<b>TOTAL</b>	<b>1,338</b>	<b>47,14,86,070</b>	<b>100.00</b>

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	33	224	-
E-voting during the AGM	1	6	-
<b>TOTAL</b>	<b>34</b>	<b>230</b>	<b>0.00</b>

(iii) **Invalid/abstain** votes:

Particulars of Voting	Total number of members whose votes were declared Invalid/abstain	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

**7. RESOLUTION NO. 7 AS AN ORDINARY RESOLUTION:**

**Revision in remuneration of Mr. Nimesh Shah, Managing Director (DIN: 01709631).**

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1,270	47,14,48,135	-
E-voting during the AGM	17	3609	-
<b>TOTAL</b>	<b>1,287</b>	<b>47,14,51,744</b>	<b>99.99</b>

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	84	34,550	-
E-voting during the AGM	1	6	-
<b>TOTAL</b>	<b>85</b>	<b>34,556</b>	<b>0.01</b>

(iii) **Invalid/abstain votes:**

Particulars of Voting	Total number of members whose votes were declared Invalid/abstain	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

**8. RESOLUTION NO. 8 AS AN ORDINARY RESOLUTION:**

Revision in remuneration of Mr. Sankaran Naren, Executive Director (DIN: 07498176).

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1,278	47,14,48,193	-
E-voting during the AGM	16	3605	-
<b>TOTAL</b>	<b>1,294</b>	<b>47,14,51,798</b>	<b>99.99</b>

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	77	34,494	-
E-voting during the AGM	1	6	-
<b>TOTAL</b>	<b>78</b>	<b>34,500</b>	<b>0.01</b>


(iii) **Invalid/abstain votes:**

Particulars of Voting	Total number of members whose votes were declared Invalid/abstain	Total number of votes cast by them
Remote e-voting	0	0
E-voting during the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

Based on the foregoing, the Resolution No. (s) 1 to 8 shall be deemed to have been passed with the requisite majority.

All the relevant records of Voting are under my safe custody until the Chairman considers, approves and signs the Minutes of the 33<sup>rd</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

Thanking you,  
Sincerely,  
For **Alwyn D'Souza & Co.**  
Company Secretaries



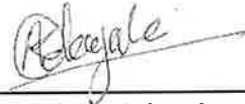
**Alwyn D'Souza**  
Proprietor  
FCS No.5559, CP No.5137  
[UDIN: F005559H000681795]

Place: Mumbai  
Date: June 24, 2026

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the National Securities Depositories Limited (<https://www.evoting.nsdl.com/>) in our presence on June 24, 2026 at 4.12 p.m. (IST).



**Edlon Dsouza**  
B/508, Shree Girnar Tower CHSL  
Saibaba Nagar,  
Mira Road East, Thane 401107



**Krishnakant Adagale**  
Row House No.18,  
Mansi Row Co.op Hsg Soc Ltd  
Kashigaon, Mira Road East,  
Thane 401107

Countersigned by:

For ICICI Prudential Asset Management Company Limited



**Rakesh Shetty**  
Chief Compliance Officer & Company Secretary  
Membership No. A15506

