IPAMC/SE/70/26-27

November 25, 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

Dear Sir/Madam,

Sub: Intimation regarding the Notice of Postal Ballot

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), we enclose herewith the Postal Ballot Notice (**the Notice**) dated November 23, 2026 along with the explanatory statement for seeking approval of the Members of the Company through remote e-voting process. The Notice can also be accessed on the website of Company at https://www.icicipruamc.com/investor-relations/notices.

In compliance with the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and the circulars issued by the Ministry of Corporate Affairs, the Notice has been sent only in electronic form to those Members of the Company who have their email address registered with KFin Technologies Limited, Registrar & Share Transfer Agent of the Company and whose names appear in the Register of Members/Register of Beneficial Owners as received from the Depositories as on **Friday, November 20, 2026** ("Cut Off date").

Information pertaining to E-voting period of voting are mentioned hereinbelow:

Particulars	**Details**
E-voting start time and date	From 9.00 a.m. IST on Friday, November 27, 2026
E-voting end time and date	Upto 5.00 p.m. IST on Saturday, December 26, 2026

The above disclosure will also be hosted on the website of the Company at www.icicipruamc.com.

We request you to please take the above information on record.

For ICICI Prudential Asset Management Company Limited

RAKESH RAMESH SHETTY
Digitally signed by RAKESH RAMESH SHETTY
Date: 2026.11.25 16:41:46 +05'30'

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

ICICI Prudential Asset Management Company Limited
Corporate Identity Number: L99999DL1993PLC054135
Corporate Office: ICICI Prudential Mutual Fund Tower, Santacruz East, Mumbai – 400055 **Tel:** +91 22 6647 0200/2652 5000
Fax: +91 22 6666 6582/83, **website:** www.icicipruamc.com, **email id**: 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

ICICI PRUDENTIAL ASSET MANAGEMENT COMPANY LIMITED
CIN: L99999DL1993PLC054135
Regd. Office: 12th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi 110 001
Corporate Office: ICICI Prudential Mutual Fund Tower, Santacruz East,
Mumbai - 400055
Tel: +91 22 6647 0200/2652 5000 Fax: +91 22 6666 6582/83
Website: www.icicipruamc.com **Email:** amcinvestors@icicipruamc.com

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of ICICI Prudential Asset Management Company Limited (the Company) by means of Postal Ballot, only by remote e-voting process (e-voting), pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, provisions for conducting postal ballot process through e-voting vide General Circulars No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 and/or any other circulars issued from time to time by Ministry of Corporate Affairs (collectively the 'MCA Circulars'), Regulation 44 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the applicable circulars issued by the SEBI including the Master Circular dated January 30, 2026, 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 Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only. The following matters are proposed to be considered:

Sr. No.	Particulars	Resolution
1.	Appointment of Mr. Anindya Banerjee (DIN: 08325110) as Non-Executive Director of the Company	Ordinary Resolution
2.	Re-appointment of Ms. Preeti Reddy (DIN: 07248280) as an Independent Director of the Company for second term	Special Resolution
3.	Appointment of Prof. Sadhu Trilochan Sastry (DIN: 02762510) as an Independent Director of the Company for first term	Special Resolution

The Board of Directors has appointed Mr. Alwyn D'souza, Practicing Company Secretary (Membership No. FCS 5559 & Certificate of Practice No. 5137) of Alwyn D'Souza & Co. or failing him CS. Jay D'Souza, Practising Company Secretary (Membership No. FCS 3058 and Certificate of Practice No. 6915) of Jay Dsouza & Co 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 November 27, 2026 and will conclude at 5.00 p.m. IST on December 26, 2026.

The Company has availed 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.

The Scrutiniser will submit their report to the Chairman or the Company Secretary after completion of the scrutiny and the results of the voting by Postal Ballot process will be announced by the Chairman or the Company Secretary on or before December 29, 2026.

The result declared along with the Scrutiniser's Report shall be placed on the Company's website i.e. www.icicipruamc.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 proposed matters, if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e. December 26, 2026.

By Order of the Board

Sd/-
Rakesh Shetty
Chief Compliance Officer & Company Secretary
A15506

Mumbai
November 23, 2026

Registered Office:
12th Floor, Narain Manzil, 23,
Barakhamba Road, New Delhi 110 001
Tel: +91 22 6647 0200/2652 5000
Fax: +91 22 6666 6582/83
www.icicipruamc.com
amcinvestors@icicipruamc.com
CIN: L99999DL1993PLC054135

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 items forming part of the notice 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 on **November 20, 2026** ("the 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 and re-appointment have been annexed to this Notice. Requisite declarations have been received from the Directors seeking appointment and re-appointment.
5. The Company's Registrar 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 Asset Management Company Limited.
6. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to amcinvestors@icicipruamc.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the period from November 27, 2026 to December 26, 2026.
7. The Notice has been uploaded on the website of the Company at www.icicipruamc.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 electronic means. Instructions and other information relating to remote e-voting are given in this Notice.
10. Once the vote is cast, 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 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 holding shares in dematerialised form are requested to register/update their KYC details including e-mail address with their respective Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including e-mail address by submitting duly filled and signed Form ISR-1 along with such other documents as prescribed in the Form to KFin. Form ISR-1 is available on the website of KFin at https://ris.kfintech.com/clientservices/investors/isrs.aspx.

13. 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.
14. Information and other instructions relating to e-voting:
    a. In terms of Sections 110, 108 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, 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 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 Friday, November 27, 2026 and will end at 5.00 p.m. IST on Saturday, December 26, 2026.
    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 December 26, 2026. The resolution(s) passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the Members.

15. Process for those Members whose email ids are not registered with the depositories 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. amcinvestors@icicipruamc.com. If the Member is an individual Member holding securities in demat mode, he/she should refer to the login method explained at Step 1 (A) (stated in point no. 16) i.e. Login method for e-Voting and joining virtual meeting for Individual Members 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 providing the details mentioned in Point A or Point B (stated in point no. 16), as the case may be.
    c. As per SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

16. 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 Members holding securities in demat mode
    As per SEBI circular dated December 9, 2020, on e-voting facility provided by listed companies, individual Members 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 Members 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.
        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.
    2. 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.
    3. 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 'Member/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.
    4. Members/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 Members 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.
   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 the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

Login type	Helpdesk details
Individual Members 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 Members 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 Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Member/Member' section.
3. 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.
4. 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******
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 Members other than Individual Members 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 Members 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.

<u>General Guidelines for Members</u>

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 Members and e-voting user manual for Members 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, 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.

With reference to the postal ballot notice dated February 25, 2026, the maximum number of Units (point (i) to the Annexure IV of the aforementioned) that may be granted to an Eligible Employee under the ICICI Prudential Asset Management Company Limited – Employees Stock Unit Scheme – 2026 shall be read as 6,000 (Six Thousand) Units in any financial year and 6.46% of the total Units available for Grant over a period of seven (7) years from the date of approval of the Unit Scheme by the shareholders. In this regard, it may be noted that the aforesaid limits are in accordance with the Unit Scheme approved by the Board of Directors of the Company. The reference to 4,000 (Four Thousand) Units and 4.31% in the Explanatory Statement to the said Postal Ballot Notice, was inadvertently mentioned and may accordingly be read as 6,000 (Six Thousand) Units and 6.46%, respectively.

By Order of the Board

Mumbai
November 23, 2026

Sd/-
Rakesh Shetty
Chief Compliance Officer & Company Secretary
A15506

Registered Office:
12th Floor, Narain Manzil, 23,
Barakhamba Road, New Delhi 110 001
Tel: +91 22 6647 0200/2652 5000
Fax: +91 22 6666 6582/83
www.icicipruamc.com
amcinvestors@icicipruamc.com
CIN: L99999DL1993PLC054135

SPECIAL BUSINESS:

1. **Appointment of Mr. Anindya Banerjee (DIN: 08325110) as Non-Executive Director of the Company:**

   To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable provisions of SEBI (Mutual Funds) Regulations, 2026 read with SEBI Master circular for Mutual Funds dated March 20, 2026 and other applicable circulars, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Articles of Association of the Company and such other provisions as may be applicable, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Anindya Banerjee (DIN: 08325110), who was appointed as an Additional Director in the category of Non-Executive Director of the Company with effect from October 6, 2026 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director, as a Non-Executive Director, liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and/or the Joint Company Secretary of the Company be and are hereby authorised to file necessary declarations, forms and documents with the Ministry of Corporate Affairs, Securities and Exchange Board of India, the stock exchanges or any other concerned authority and to perform all such acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution.**"**

2. **Re-appointment of Ms. Preeti Reddy (DIN: 07248280) as an Independent Director of the Company for second term**

   To consider and if thought fit, to pass the following resolution as **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable provisions of SEBI (Mutual Funds) Regulations, 2026 read with SEBI Master circular for Mutual Funds dated March 20, 2026 and other applicable circulars, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Articles of Association of the Company and such other provisions as may be applicable and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for re-appointment of Ms. Preeti Reddy (DIN: 07248280), whose first term as an Independent Director of the Company is expiring on March 31, 2027, who has given a declaration under section 149 of the Act and regulation 16 of SEBI Listing Regulations that she meets the criteria of independence and in respect of whom the Company has received a notice in writing as per section 160 of the Act from a Member proposing his candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from April 1, 2027 upto March 31, 2032.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and/or the Joint Company Secretary of the Company be and are hereby authorised to file necessary declarations, forms and documents with the Ministry of Corporate Affairs, Securities and Exchange Board of India, the stock exchanges or any other concerned authority and to perform all such acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution."

3. **Appointment of Prof. Sadhu Trilochan Sastry (DIN: 02762510) as an Independent Director of the Company for first term**

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable provisions of SEBI (Mutual Funds) Regulations, 2026 read with SEBI Master circular for Mutual Funds dated March 20, 2026 and other applicable circulars, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Articles of Association of the Company and such other provisions as may be applicable and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for appointment of Prof. Sadhu Trilochan Sastry (DIN: 02762510), and who has given a declaration under section 149 of the Act and regulation 16 of SEBI Listing Regulations that he meets the criteria of independence and in respect of whom the Company has received a notice in writing as per section 160 of the Act from a Member proposing his candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from January 1, 2027 upto December 31, 2031**.**

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and/or the Joint Company Secretary of the Company be and are hereby authorised to file necessary declarations, forms and documents with the Ministry of Corporate Affairs, Securities and Exchange Board of India or the stock exchanges or any other concerned authority and to perform all such acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution."

Mumbai
November 23, 2026

By Order of the Board

Sd/-
Rakesh Shetty
Chief Compliance Officer & Company Secretary
A15506

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CIN: L99999DL1993PLC054135

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

Item No. 1

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors of the Company vide a resolution dated October 5, 2026, based on recommendations of Nomination and Remuneration Committee, had appointed Mr. Anindya Banerjee as an Additional Director in the category of Non-Executive Director of the Company, liable to retire by rotation with effect from October 6, 2026.

Mr. Banerjee possesses necessary skills, knowledge, experience, expertise as detailed in Annexure I and other key attributes necessary to be appointed as a Non – Executive Non – Independent Director on the Board of the Company.

In accordance with provisions of regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received the relevant disclosures from Mr. Banerjee:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time; and

(ii) Confirmation that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time and declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority;

(iii) Disclosure of Interest in form MBP-1 pursuant to Section 184(1) of the Companies Act 2013 read with Rule 9(1) of the Companies (Meeting of the Board and its Powers) Rules, 2014 and List of Relatives and their interest in other entities.

Further, in terms of Section 160 of the Act, the Company has received notice in writing from a Member, proposing the candidature of Mr. Anindya Banerjee for the office of Non-Executive Director of the Company.

The Board is of the opinion that Mr. Anindya Banerjee fulfils the conditions specified in the Act and the rules made thereunder and applicable SEBI regulations for appointment as a Director of the Company and considering his knowledge and experience, his association would be a good addition to the Board of the Company.

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

Except Mr. Anindya Banerjee and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this Ordinary Resolution proposed in Item No. 1 of the Notice.

The Board recommends the Ordinary resolution set forth at Item No.1 for your approval.

Item No. 2

The Board of Directors of the Company had appointed Ms. Preeti Reddy as an Independent Director of the Company with effect from April 13, 2022, to hold office till March 31, 2027. Her appointment had been approved by the Members at the Annual General Meeting held on June 16, 2022.

In accordance with the applicable provisions of the Companies Act, 2013 read with rules thereunder (the Act), SEBI Listing Regulations and SEBI Master circular for Mutual Funds dated March 20, 2026 (MF Master Circular), an independent director of the AMC can hold office for a maximum of 2 terms with each term not exceeding a period of 5 consecutive years with approval of Members by way of a special resolution.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company had at its meeting held on November 23, 2026, approved and recommended to the Members, re-appointment of Ms. Preeti Reddy as an Independent Director of the Company for second term.

The NRC had noted that evaluation results of Ms. Reddy have been positive on an overall basis. Ms. Reddy possesses necessary skills, knowledge, experience, expertise as detailed in Annexure I and other key attributes necessary for re-appointment as an Independent Director on the Board of the Company. Further, the NRC and the Board acknowledge the valuable contribution of Ms. Reddy as a Director of the Company and that her continued association with the Company would be beneficial.

The Company has received the relevant disclosures from Ms. Preeti Reddy including:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time;
(ii) Declaration confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and read with Regulation 16(1)(b) of the SEBI Listing Regulations and the rules made thereunder, as amended from time to time including a Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company;
(iii) Confirmation that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time and declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018 and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018, that she has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority;
(iv) Declaration confirming that she is in compliance with Rules 6(1) and 6(2) of the Appointment and Qualification of Directors Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.
(v) Disclosure of Interest in form MBP-1 pursuant to Section 184(1) of the Companies Act 2013 read with Rule 9(1) of the Companies (Meeting of the Board and its Powers) Rules, 2014 and List of Relatives and their interest in other entities.

Further, in the opinion of the Board, Ms. Preeti Reddy fulfills the conditions specified in the Act and rules made thereunder, as per SEBI (Mutual Funds) Regulations, 2026 read with MF Master Circular and SEBI Listing Regulations for re-appointment as Independent Director for second term.

Further, in terms of Section 160 of the Act, the Company has received notice in writing from a Member, proposing the candidature of Ms. Preeti Reddy for the office of Independent Director of the Company.

The terms and conditions relating to the re-appointment of Ms. Preeti Reddy are available on the Company's website at https://www.icicipruamc.com/investor-relations/disclosures-under-regulation-46.

Except Ms. Preeti Reddy and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this Special Resolution proposed in Item No. 2 of the Notice.

Necessary disclosures pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings in relation to the appointment of Ms. Preeti Reddy are provided in **Annexure I** to this Notice.

The Board recommends the Special Resolution set forth at Item No.2 for your approval.

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on November 23, 2026, appointed Prof. Sadhu Trilochan Sastry (DIN: 02762510) as an Independent Director with effect from January 1, 2027 upto December 31, 2031, not liable to retire by rotation, pursuant to sections 149 and 152 of the Act.

Prof. Sadhu Trilochan Sastry possesses necessary skills, knowledge, experience, expertise as detailed in Annexure I and other key attributes necessary to be appointed as an Independent Director on the Board of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and MF Master Circular, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, subject to approval of the Members at the general meeting and pursuant to Regulation 17(1C) of the SEBI Listing Regulations, as amended, a listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25(2A) of the SEBI Listing Regulations, the appointment of Independent Director of a listed entity shall be subject to the approval of Members by way of a Special Resolution.

The Company has received the relevant disclosures from Prof. Sadhu Trilochan Sastry including:

i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time;
ii. Declaration confirming the criteria of Independence as prescribed under the Act and read with Regulation 16(1)(b) of the SEBI Listing Regulations and the rules made thereunder, as amended from time to time including a confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
iii. Confirmation that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time and declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018 and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018, that he has not been debarred from holding office

of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority;

iv. Declaration confirming that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;

v. Disclosure of Interest in form MBP-1 pursuant to Section 184(1) of the Companies Act 2013 read with Rule 9(1) of the Companies (Meeting of the Board and its Powers) Rules, 2014 and List of Relatives and their interest in other entities.

Further, in the opinion of the Board, Prof. Sadhu Trilochan Sastry is independent of the management and fulfills the conditions specified in the Act and rules made thereunder, as per SEBI (Mutual Funds) Regulations, 2026 read with SEBI Master Circular on Mutual Funds dated March 20, 2026 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director. Considering his knowledge and experience, his association would be a good addition to the Board of the Company.

Further, in terms of Section 160 of the Act, the Company has received notice in writing from a Member, proposing the candidature of Prof. Sadhu Trilochan Sastry for the office of Independent Director of the Company.

The terms and conditions relating to the appointment of Prof. Sadhu Trilochan Sastry are available on the Company's website at https://www.icicipruamc.com/investor-relations/disclosures-under-regulation-46.

Necessary disclosures pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings in relation to the appointment of Prof. Sadhu Trilochan Sastry are provided in Annexure I to this Notice.

Except Prof. Sadhu Trilochan Sastry and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this Special Resolution proposed in Item No. 3 of the Notice.

The Board recommends the Special Resolution set forth at Item No.3 for your approval.

By Order of the Board

Sd/-
Rakesh Shetty
Chief Compliance Officer & Company Secretary
A15506

Mumbai
November 23, 2026

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Annexure I – Details of the Directors proposed to be appointed and re-appointed

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.

Sr. No.	Name of the Director	Mr. Anindya Banerjee (DIN: 08325110)	Ms. Preeti Reddy (DIN: 07248280)	Prof. Sadhu Trilochan Sastry (DIN: 02762510)
1.	Age and Qualification	50 years Chartered Accountant, Bachelor of Commerce	68 years BA (Hons) degree in Economics, Lady Shri Ram College, Delhi University Postgraduate diploma in business management, Xavier Labor Relations Institute, Jamshedpur	66 years B.Tech from Indian Institute of Technology, Delhi MBA from Indian Institute of Management, Ahmedabad Ph.D. from Massachusetts Institute of Technology (MIT), USA
2.	Experience, skills and capabilities	Mr. Anindya Banerjee is a Non - Executive Director of our Company. He is a chartered accountant and joined the ICICI Group in 1998. He initially worked in the area of corporate banking before moving to the planning and strategy function in the corporate office. He was a key member of the team that worked on the merger of ICICI Limited with ICICI Bank. Over the years, he has worked in the areas of investor and analyst relations, management of ICICI Bank's external credit ratings, external reporting under Indian and U.S. securities laws, corporate	Ms. Preeti Reddy is an Independent Director of our Company. She holds a bachelor's degree (honours) in arts (economics) from the University of Delhi and a postgraduate diploma in business management from Xavier Labour Relations Institute, Jamshedpur. She has over 13 years of experience in advising clients across a spectrum of industries on consumer-led market strategy including branding and communication, and corporate image. She has been the chairwoman – insights division, South Asia, Kantar, a marketing, data and analytics business, and has served on	Prof. Sadhu Trilochan Sastry (Ph.D. from Massachusetts Institute of Technology, MBA from Indian Institute of Management (IIM), Ahmedabad, B.Tech. from Indian Institute of Technology Delhi) is a former Dean and Professor at IIM Bangalore. He is a former member of the Boards of NABARD and Nucleus Software Exports Ltd. He was also on the Board of IIM Bangalore for three years. He is currently on the Board of IndiaFarm Foods Private Limited and some other non-profit organizations. He has taught at Business Schools in the US, Hong Kong and Japan. He has got

Sr. No.	Name of the Director	Mr. Anindya Banerjee (DIN: 08325110)	Ms. Preeti Reddy (DIN: 07248280)	Prof. Sadhu Trilochan Sastry (DIN: 02762510)
		planning and strategy, financial and business performance analysis, group company oversight, mergers and acquisitions, investments, management of the CEO's office and corporate social responsibility (CSR). He has played a key role in the Bank's equity and debt capital issuances and the listing of its subsidiaries. He was appointed as the Group Chief Financial Officer of the Bank with effect from May 1, 2022. His current responsibilities include financial reporting, planning and strategy, asset-liability management, ESG and CSR. He is also a Director on the Board of ICICI Venture Funds Management Company Limited.	the advisory board of the Modern Marketing Association. She presently serves as an independent director on the boards of ICICI Lombard General Insurance Company Limited, Popular Vehicles and Services Limited and JSW Cement Limited and director on the board of Kantar India Foundation. She is an advisor to XLRI's Centre for Gender Equality and Inclusive Leadership. She has previously been associated with, inter alia, LMRB International (Sri Lanka) and VST Industries Limited.	several National and International Awards for his work in the social sector. He teaches a course on Social Entrepreneurship. Penguin Books has recently published his two books on Essentials of Hinduism, and on Essentials of World Religions. He teaches courses on Hinduism and World Religions.
3.	Expertise in specific functional areas	Finance, Banking, Corporate Governance, Investor Relations, Corporate Strategy and Planning	Strategy, Corporate Planning, Consumer Insights, Marketing and Human Resources	Operations Management and Strategy, Project Management, Information Technology, Data Structures and Analytics, Business Management
4.	Date of first appointment on the Board	October 6, 2026	April 13, 2022	January 1, 2027
5.	Terms and conditions of appointment or re-appointment	As set out in Explanatory Statement. Further, Mr. Anindya Banerjee, being a Non-Executive, Non-Independent	As set out in Explanatory Statement.	As set out in Explanatory Statement.

Sr. No.	Name of the Director	Mr. Anindya Banerjee (DIN: 08325110)	Ms. Preeti Reddy (DIN: 07248280)	Prof. Sadhu Trilochan Sastry (DIN: 02762510)
		Director of the Company, is not eligible for any sitting fees and remuneration.		
6.	Details of remuneration sought to be paid	Mr. Anindya Banerjee is not entitled to remuneration as a Non-Executive Non-Independent Director on the Board of the Company.	Eligible for: - Sitting fees within limits prescribed in the Act and approved by the Board for each meeting of the Board/Board level committee attended by her; and - Profit linked Commission upto ₹20,00,000 per annum or within the limits prescribed under Section 197 of the Companies Act, 2013.	Eligible for: - Sitting fees within limits prescribed in the Act and approved by the Board for each meeting of the Board/Board level committee attended by him; and - Profit linked Commission upto ₹20,00,000 or within the limits prescribed under Section 197 of the Companies Act, 2013.
7.	Remuneration last drawn	Nil	As an Independent Director, she is entitled to a sitting fee of ₹ 100,000 for each meeting of the Board and ₹ 50,000 for Board level committee attended by her. Further, as mentioned above, she is entitled to profit linked commission upto ₹20,00,000 per annum.	Nil
8.	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)	Nil	Nil	Nil

Sr. No.	Name of the Director	Mr. Anindya Banerjee (DIN: 08325110)	Ms. Preeti Reddy (DIN: 07248280)	Prof. Sadhu Trilochan Sastry (DIN: 02762510)
9.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
10.	No. of Board Meetings attended from April 1, 2026 upto the date of this notice	3/3#	7/8	Not applicable
11.	Other Directorship (Includes directorship (as on the date of this notice) in public, private and foreign companies and insurance corporations)	ICICI Venture Funds Management Company Limited	• ICICI Lombard General Insurance Company Limited • Popular Vehicles and Services Limited • JSW Cement Limited • Kantar India Foundation	Indiafarm Foods Private Limited
12.	Listed Companies from which the Director has resigned in the past three years (FY2024, FY2025, FY2026)*	None	None	None
13.	Chairmanship/ Membership of the Committees of other Companies in which position of Director is held	ICICI Venture Funds Management Company Limited • Chairman - Corporate Social Responsibility Committee	1. ICICI Lombard General Insurance Company Limited • Chairperson - Corporate Social Responsibility & Sustainability Committee • Member - Nomination & Remuneration Committee	None

Sr. No.	Name of the Director	Mr. Anindya Banerjee (DIN: 08325110)	Ms. Preeti Reddy (DIN: 07248280)	Prof. Sadhu Trilochan Sastry (DIN: 02762510)
			- Policyholders Protection, Grievance Redressal and Claims Monitoring Committee 2. Popular Vehicles And Services Limited • Chairperson - Nomination and Remuneration Committee • Member - Audit Committee - Stakeholders' Relationship Committee 3. JSW Cement Limited • Chairperson - Corporate Social Responsibility Committee - Nomination and Remuneration Committee	

#Calculated from date of appointment i.e. October 6, 2026 (for Mr. Banerjee).
*Data pertains to listed Indian Companies