

October 10, 2017

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

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

Dear Sir/Madam,

**Subject: Certificate under Regulation 40 (9) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.**

Pursuant to Regulation 40 (9) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, please find enclosed herewith the Certificate from the Practising Company Secretary for half year ended September 30, 2017.

Request you to take the same on records.

Thanking you.

Yours sincerely,

**For ICICI Prudential Life Insurance Company Limited**



**Vyoma Manek**  
**Company Secretary**  
**ACS 20384**

Encl.: As above

**TUSHAR SHRIDHARANI**

B. Com., LL.B., F.C.S.

10, New Marine Lines

417, Jolly Bhavan No. 1

Mumbai – 400 020

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**TO WHOMSOEVER IT MAY CONCERN**

I have examined relevant records for the period April 1, 2017 to September 30, 2017 ("Audit Period"); maintained by Karvy Computershare Private Limited, the Registrar and Transfer Agent ("R & T Agent") of ICICI Prudential Life Insurance Company Limited ("the Company") with regard to its listed Equity Shares ("securities").

Based on my examination, explanations given to me and in pursuance of requirement of sub-clause (9) and (11) of Regulation 40 in Chapter IV of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015; I hereby certify that during the Audit Period; no event of the following descriptions took place and accordingly a question of issue of securities within thirty days from the date of delivery by the R & T Agent does not arise.

- a) transfer of securities;
- b) sub-division; consolidation, renewal, exchange or endorsement of calls/allotment monies;
- c) deletion of name of the deceased holder(s) of securities, where the securities are held in the name of two or more holders of securities;
- d) transmission of securities to the legal heir(s), where deceased holder of securities was the sole holder of securities;
- e) transposition of securities, when there is a change in the order of names in which physical securities are held jointly in the names of two or more holders of securities.

Place: Mumbai

Date: October 9, 2017



*Tushar Shridharani*

**(Tushar Shridharani)**

Practising Company Secretary

F.C.S. 2690 & C.P No.: 2190