

April 11, 2023

The Manager, 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 61(4) read with Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is with reference to the issuance of 12000 Unsecured, Subordinated, Listed, Rated, Redeemable, Non-Cumulative, Taxable, Non-Convertible Debentures ('NCDs') of ₹ 10 lakhs each aggregating to ₹ 1200 Crores (Rupees Twelve Hundred Crores only) by the Company in November 2020 and listed subsequently on National Stock Exchange of India Limited.

Pursuant to Regulation 61(4) read with Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the certificate from Tushar Shridharani, Practicing Company Secretary, for the year ended on March 31, 2023 certifying the compliance thereof.

Kindly take the same on records.

Thanking you,

Yours sincerely,

For ICICI Prudential Life Insurance Company Limited

Sonali Chandak Company Secretary ACS 18108

Encl: As above

CC: Axis Trustee Services Limited

## **TUSHAR SHRIDHARANI**

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

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 10, New Marine Lines

 Email: tushar@tusharshri.com
 417, Jolly Bhavan No. 1

 Mumbai – 400 020

## **TO WHOMSOEVER IT MAY CONCERN**

I have examined relevant records for the period April 1, 2022 to March 31, 2023 ("Audit Period"); maintained by KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), the Registrar and Transfer Agent ("R & T Agent") of ICICI Prudential Life Insurance Company Limited ("the Company") about its listed -12,000- Unsecured, Subordinated, Listed, Rated, Redeemable, Non-Cumulative, Taxable, Non-Convertible Debentures of Rs. 10 lakhs each aggregating to 1,200 Crores (Rupees Twelve Hundred Crores) ("securities").

Based on my examination, explanations given to me and in pursuance of requirement of sub-clause (4) of Regulation 61 in Chapter V 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 lodgement, by the R & T Agent does not arise.

a) transfer of securities;

Place: Mumbai

- 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.

Tushar Ramesh Shridharani Digitally signed by Tuchar Ramesh Shridhararii
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(Tushar Shridharani)

Practising Company Secretary F.C.S. 2690 & C.P. No. 2190 UDIN - **F002690E000062442** 

Date: April 11, 2023 Peer Review certificate number: 1509 / 2021