

April 10, 2019

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 Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Certificate from the Practising Company Secretary for the half year ended March 31, 2019.

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.

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417, Jolly Bhavan No. 1
Mumbai -- 400 020

TO WHOMSOEVER IT MAY CONCERN

I have examined relevant records for the period October 1, 2018 to March 31, 2019 ("Audit Period"); maintained by Karvy Fintech Private Limited (Formerly known as KCPL Advisory Service 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.

**TUSHAR
RAMESH
SHRIDHARANI**

Digitally signed by TUSHAR RAMESH SHRIDHARANI
DN: c=IN, o=Practising Company Secretary, ou=Practising Company Secretary, email=tusharshri@tusharshri.com, cn=TUSHAR RAMESH SHRIDHARANI

(Tushar Shridharani)

Practising Company Secretary

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

Place: Mumbai

Date: April 10, 2019