

April 18, 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: Compliance Certificate under Regulation 7(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

Pursuant to Regulation 7(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, please find enclosed herewith the Compliance Certificate from the Compliance Officer of the Company and the authorised representative of the Transfer Agent for half year ended March 31, 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

COMPLIANCE CERTIFICATE

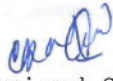
THIS IS TO CERTIFY that, Karvy Computershare Pvt. Ltd (KCPL) is providing Registry and Share Transfer services to ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED.

FURTHER CERTIFIED that KCPL:

- a. Holds and continues to hold requisite certificate as Category I Registrar & Share Transfer Agent vide SEBI Registration No. INR000000221 issued by Securities Exchange Board of India (SEBI).
- b. Handling all activities in relation to physical share transfer facility and maintaining related documents/correspondence for all the transactions in physical in respect of the Company as per the regulations.
- c. Maintaining the data in respect of investors holding shares in electronic form (Demat) as received from the depositories for a minimum period of one year.

THIS CERTIFICATE is issued in compliance of Regulation 7(3) of the provisions of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.

For Karvy Computershare Private Limited


Authorised Signatory

Place : Hyderabad
Date : 10/10/2016

For ICICI Prudential Life Insurance Company Ltd.


Vyoma Manek
Company Secretary



Karvy Computershare Private Limited

Corporate office: "Karvy Selenium Tower B", Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad- 500 032. Telangana, INDIA. T: +91-40-67162222, 33211000, F: +91-40-23420814, e-mail: support@karvy.com

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T: +91-40-2331-2454/2332-0751/752/251 | F: +91-40-2331-1968 | www.karvy.com | www.karvycomputershare.com | CIN: U72400TG2003PTC041636