



Date: March 28, 2019

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai, India 400 001

The Managing Director
The National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai, India 400 051

Sub: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

We, Prudential Corporation Holdings Limited (the “**Seller**”) have sold 53,267,605 equity shares of the face value of Rs. 10 each of ICICI Prudential Life Insurance Company Limited (the “**Target Company**”), representing 3.71% of the equity share capital of the Target Company, through the stock exchange mechanism, in accordance with the circular bearing no. CIR/MRD/DP/ 18 /2012 dated July 18, 2012, (as amended up to December 28, 2018) issued by the Securities and Exchange Board of India (“**SEBI**”, the “**SEBI OFS Guidelines**”, as amended and such offer for sale, the “**OFS**”).

In this regard, please find attached the Annexure I in terms of the captioned subject. You are requested to take note of the above and arrange to bring it to the notice of all concerned parties.

Thanking You,
Yours faithfully

For and on behalf of
Prudential Corporation Holdings Limited

Authorized Signatory

Annexure I

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	ICICI Prudential Life Insurance Company Limited		
Name(s) of the seller	Prudential Corporation Holdings Limited		
Whether the seller belongs to Promoter/Promoter group	Yes, the Seller is the Promoter of the Company		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited and BSE Limited		
Details of the disposal as follows	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the disposal under consideration, holding of :			
a) Shares carrying voting rights	370,784,884	25.82%	25.69%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-		-
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the seller to receive shares carrying voting rights in the TC (specify holding in each category)	-		-
e) Total (a+b+c+d)	370,784,884	25.82%	25.69%

Details of sale			
a) Shares carrying voting rights sold	53,267,605	3.71%	3.69%
b) VRs sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered / invoked/released by the acquirer	-	-	-
e) Total (a+b+c+/-d)	53,267,605	3.71%	3.69%
After the sale, holding of:			
a) Shares carrying voting rights	317,517,279	22.11%	22.00%
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	317,517,279	22.11%	22.00%
Mode of sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Offer for Sale through the stock exchange mechanism, in accordance with the circular bearing no. CIR/MRD/DP/ 18 /2012 dated July 18, 2012, (as amended up to December 28, 2018) issued by the Securities and Exchange Board of India ("SEBI", the "SEBI OFS Guidelines", as amended and such offer for sale, the "OFS").		
Date of sale of shares	March 26 and March 27, 2019		
Equity share capital / total voting capital of the TC before the said sale*	No. of shares: 1,435,784,481 Amount (Rs.): 14,357,844,810 (Face Value of Rs. 10 per Equity Share)		
Equity share capital/ total voting capital of the TC after	No. of shares: 1,435,784,481		

the said sale*	Amount (Rs.): 14,357,844,810 (Face Value of Rs. 10 per Equity Share)
Total diluted share/voting capital of the TC after the said sale**	No. of shares: 1,44,35,07,798 Amount (Rs.): 14,43,50,77,980 (Face Value of Rs. 10 per Equity Share)

(*) Total share capital/ voting capital is as per the latest filing done by the company to the Stock Exchange.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the Seller



Authorised Signatory

Date: 28/03/2019