

SUUTI/1599/2016-17

Date: February 7, 2017

To:

ITC Limited

Virginia House,
37 Jawaharlal Nehru Road ,
Kolkata ,
West Bengal, India 700071

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 of change in shareholding under regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations")

Dear Sirs,

This is with reference to the share sale by the Administrator of the Specified Undertaking of Unit Trust of India on February 7, 2017 for sale of 242,522,289 equity shares of face value of Rs. 1 each representing 2.00% of the total paid up equity share capital.

As required under regulation 29(2) of the SEBI Takeover Regulations, we enclose with this letter, a disclosure of the change in our shareholding in the Target Company, pursuant to the above sale of shares. The enclosed disclosure is in the relevant format notified by SEBI in respect of regulation 29(2) of the SEBI Takeover Regulations.

This letter is intended for the information and records of the Target Company and the Stock Exchanges.

Sincerely,

**For and on behalf of the Administrator of
Specified Undertaking of Unit Trust of India**



Luke Fernandez
Executive Vice President

Encl: a/a

DISCLOSURES UNDER REGULATION 29(2) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

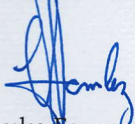
Name of the Target Company (or TC)	ITC LIMITED (the "Company")		
Name(s) of the acquirer/ seller and persons acting in concert (PACs) with the acquirer/ seller	The Administrator of Specified Undertaking of Unit Trust of India (the "Seller")		
Whether the acquirer/ seller belongs to the promoter/ promoter group	No		
Name(s) of the stock exchange(s) where the shares of the TC are listed	BSE Limited and National Stock Exchange Of India Limited		
Details of the acquisition/ 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 acquisition/ disposal under consideration, holding of:			
a) Shares carrying voting rights	1,345,113,810 equity shares	11.09%	11.09%
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 acquirer/ seller to receive shares carrying voting rights in the TC (specify	-	-	-

holding in each category)			
e) Total (a+b+c+d)	1,345,113,810 equity shares	11.09%	11.09%
Details of acquisition/ sale			
a) Shares carrying voting rights acquired/ sold	242,522,289 equity shares	2.00%	2.00%
b) VRs acquired/ sold otherwise than by shares	-	-	-
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer/ seller to receive shares carrying voting rights in the TC (specify holding in each category). acquired/ sold	-	-	-
d) Shares encumbered/ invoked/ released by the acquirer/ seller	-	-	-
e) Total (a+b+c+d)	242,522,289 equity shares	2.00%	2.00%
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights	1,102,591,521	9.09%	9.09%
b) Shares encumbered with the acquirer/ seller	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer/ seller to receive shares carrying voting rights in the TC (specify	-	-	-

holding in each category) after acquisition			
e) Total (a+b+c+d)	1,102,591,521	9.09%	9.09%
Mode of acquisition / sale (e.g. open market/ off-market/ public issue/ rights issue/ preferential allotment/ inter-se transfer, etc.)	Open Market		
Date of acquisition / sale of shares/ VR , or date of receipt of intimation of allotment of shares, whichever is applicable	February 7, 2017		
Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 12,126,114,461 (comprising 12,126,114,461 shares having a face value of INR 1 each)*		
Equity share capital / total voting capital of the TC after the said acquisition / sale	INR 12,126,114,461 (comprising 12,126,114,461 shares having a face value of INR 1 each)*		
Total diluted share / voting capital of the TC after the said acquisition / sale	INR 12,126,114,461 (comprising 12,126,114,461 shares having a face value of INR 1 each)*		

**There is no change in the paid up share capital of the Target Company on account of sale of shares by the Administrator of Specified Undertaking of Unit Trust of India as the said sale is secondary in nature. Further the Equity share capital/ total voting capital of the TC as on February 7, 2017 has been taken from the information available on the website of the TC
(<http://www.itcportal.com/about-itc/shareholder-value/investor-relations/generalinformation.aspx#shareholdingPattern>)*

**For and on behalf of the Administrator of
Specified Undertaking of Unit Trust of India**



Luke Hernandez
Executive Vice President
Encl: a/a

Date: February 7, 2017
Place: Mumbai
