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14 March 2024

**BSE Limited**

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Dalal Street, Mumbai 400 001  
Maharashtra, India

**National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai 400 051  
Maharashtra, India

**ITC Limited**

Virginia House  
37 J. L. Nehru Road  
Kolkata, 700 071, India

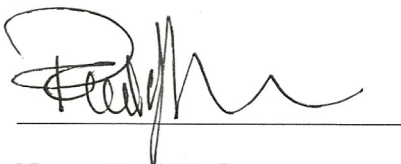
Sir/ Madam,

**Sub: Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by Tobacco Manufacturers (India) Limited in respect of sale of equity shares of ITC Limited**

In compliance with Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, please find enclosed the requisite disclosure.

Yours sincerely,

**For Tobacco Manufacturers (India) Limited**



Name: Paul McCrory  
Designation: Director  
Place: London, England

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

|                                                                                                                                                                                               |                                                                                                                                                                                    |                                                             |                                                           |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                                               | ITC Limited                                                                                                                                                                        |                                                             |                                                           |
| Name(s) of the <del>acquirer</del> /seller and Persons Acting in Concert (PAC) with the <del>acquirer</del> /seller                                                                           | <b>Seller:</b> Tobacco Manufacturers (India) Limited (TMIL)<br><br><b>PAC:</b><br>Myddleton Investment Company Limited (MICL)<br>Rothmans International Enterprises Limited (RIEL) |                                                             |                                                           |
| Whether the <del>acquirer</del> /seller belongs to Promoter/ Promoter group                                                                                                                   | No                                                                                                                                                                                 |                                                             |                                                           |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                            | BSE Limited<br>National Stock Exchange of India Limited                                                                                                                            |                                                             |                                                           |
| Details of the <del>acquisition</del> / disposal as follows                                                                                                                                   | Number                                                                                                                                                                             | % w.r.t. total share/voting capital wherever applicable (*) | % w.r.t. total diluted share/voting capital of the TC (*) |
| <b>Before the <del>acquisition</del>/ sale under consideration, holding of:</b>                                                                                                               |                                                                                                                                                                                    |                                                             |                                                           |
| a) Shares carrying voting rights                                                                                                                                                              | TMIL:<br>2,97,83,47,320<br>MICL: 48,63,11,940<br>RIEL: 15,49,54,890<br><br>Total: 3,61,96,14,150                                                                                   | 23.87%<br>3.90%<br>1.24%<br><br>Total: 29.01%               | 23.87%<br>3.90%<br>1.24%<br><br>Total: 29.01%             |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                                       | Nil                                                                                                                                                                                | Nil                                                         | Nil                                                       |
| c) Voting rights (VR) otherwise than by shares                                                                                                                                                | Nil                                                                                                                                                                                | Nil                                                         | Nil                                                       |
| d) Warrants/convertible securities/any other instrument that entitles the <del>acquirer</del> / seller to receive shares carrying voting rights in the T C (specify holding in each category) | Nil                                                                                                                                                                                | Nil                                                         | Nil                                                       |
| <b>e) Total (a+b+c+d)</b>                                                                                                                                                                     | <b>3,61,96,14,150</b>                                                                                                                                                              | <b>29.01%</b>                                               | <b>29.01%</b>                                             |
| <b>Details of <del>acquisition</del>/sale</b>                                                                                                                                                 |                                                                                                                                                                                    |                                                             |                                                           |
| a) Shares carrying voting rights <del>acquired</del> /sold                                                                                                                                    | TMIL: 43,68,51,457                                                                                                                                                                 | 3.50%                                                       | 3.50%                                                     |

|                                                                                                                                                                                                                       |                                                                                                                                     |                                               |                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------|
| b) VRs <del>acquired</del> /sold otherwise than by shares                                                                                                                                                             | Nil                                                                                                                                 | Nil                                           | Nil                                           |
| c) Warrants/convertible securities/any other instrument that entitles the <del>acquirer</del> /seller to receive shares carrying voting rights in the TC (specify holding in each category) <del>acquired</del> /sold | Nil                                                                                                                                 | Nil                                           | Nil                                           |
| d) Shares encumbered by the <del>acquirer</del> /seller                                                                                                                                                               | Nil                                                                                                                                 | Nil                                           | Nil                                           |
| <b>e) Total (a+b+c+d)</b>                                                                                                                                                                                             | <b>43,68,51,457</b>                                                                                                                 | <b>3.50%</b>                                  | <b>3.50%</b>                                  |
| <b>After the <del>acquisition</del>/sale, holding of:</b>                                                                                                                                                             |                                                                                                                                     |                                               |                                               |
| a) Shares carrying voting rights                                                                                                                                                                                      | TMIL:<br>2,54,14,95,863<br>MICL: 48,63,11,940<br>RIEL: 15,49,54,890<br><br>Total:<br>3,18,27,62,693                                 | 20.37%<br>3.90%<br>1.24%<br><br>Total: 25.51% | 20.37%<br>3.90%<br>1.24%<br><br>Total: 25.51% |
| b) Shares encumbered with the <del>acquirer</del> /seller                                                                                                                                                             | Nil                                                                                                                                 | Nil                                           | Nil                                           |
| c) VRs otherwise than by shares                                                                                                                                                                                       | Nil                                                                                                                                 | Nil                                           | Nil                                           |
| d) Warrants/convertible securities/any other instrument that entitles the <del>acquirer</del> seller to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition          | Nil                                                                                                                                 | Nil                                           | Nil                                           |
| <b>e) Total (a+b+c+d)</b>                                                                                                                                                                                             | <b>3,18,27,62,693</b>                                                                                                               | <b>25.51%</b>                                 | <b>25.51%</b>                                 |
| Mode of <del>acquisition</del> /sale (e.g. open market/ off-market/ public issue / rights issue / preferential allotment/ inter-se transfer etc.).                                                                    | Open market sale                                                                                                                    |                                               |                                               |
| Date of <del>acquisition</del> /sale of shares/ <del>VR or date of receipt of intimation of allotment of shares</del> , whichever is applicable                                                                       | March 13, 2024                                                                                                                      |                                               |                                               |
| Equity share capital/ total voting capital of the TC before the said <del>acquisition</del> /sale                                                                                                                     | 12,47,56,08,671 equity shares of ₹1 each (as per the shareholding pattern as of December 31, 2023, as publicly disclosed by the TC) |                                               |                                               |
| Equity share capital/ total voting capital                                                                                                                                                                            | 12,47,56,08,671 equity shares of ₹1 each (as per the                                                                                |                                               |                                               |

|                                                                              |                                                                                                                                     |
|------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| of the TC after the said acquisition/sale                                    | shareholding pattern as of December 31, 2023, as publicly disclosed by the TC)                                                      |
| Total diluted share/voting capital of the TC after the said acquisition/sale | 12,47,56,08,671 equity shares of ₹1 each (as per the shareholding pattern as of December 31, 2023, as publicly disclosed by the TC) |

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchanges under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, i.e., the shareholding pattern as of December 31, 2023.

(\*\*) 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.

**For Tobacco Manufacturers (India) Limited**



Name: Paul McCrory  
Designation: Director  
Place: London, England

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