ITC Limited
Virginia House
37 J. L. Nehru Road
Kolkata 700 071, India
Tel. : 91 33 2288 9371
Fax : 91 33 2288 4016 / 1256 / 2259 / 2260

Enduring Value

25th January, 2019

The Manager
Listing Department
National Stock Exchange of India Ltd.
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Mr. Girish Joshi
Senior GM, Corporate Services & Fixed Income
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Ms. Chandrani Datta
Executive Listing
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata - 700 001

Dear Sir / Madam,

We are enclosing a copy of the Certificate dated 24th January, 2019 from M/s Deloitte Haskins & Sells, Statutory Auditors, confirming that the Company has received the entire consideration payable by the optionees for exercise of 5,00,134 Options under the Company's Employee Stock Option Schemes, in respect of which 50,01,340 Ordinary Shares were allotted during the period 1st October, 2018 to 31st December, 2018.

Yours faithfully,
ITC Limited

(T. Ghosal)
Assistant Secretary

Encl. as above.

Deloitte
Haskins & Sells

Chartered Accountants
13th & 14th Floor
Building - Omega
Bengal Intelligent Park
Block - EP & GP, Sector - V
Salt Lake Electronics Complex
Kolkata - 700 091
West Bengal, India

Tel: +91 33 6612 1000
Fax: +91 33 6612 1001

REF: AB/2201

AUDITORS' CERTIFICATE

We, the statutory auditors of ITC Limited (the "Company") having its registered office at 37 J. L. Nehru Road, Kolkata 700071, have verified the books of account and other relevant records maintained by the Company and based on such verification and information and explanations provided to us, confirm that the Company has received the entire consideration payable by its Option holders on exercise of 500,134 Options under the Employee Stock Option Schemes of the Company, in respect of which 5,001,340 Ordinary Shares of Re. 1/- each of the Company were allotted during the period 1st October, 2018 to 31st December, 2018 by the Securityholders Relationship Committee of the Board of Directors (by exercising the powers conferred on them by the Board of Directors in their meeting held on 27th March, 2015) as stated below:

Date of Allotment	No. of Options Exercised	Consideration (Rs.)
10th October, 2018	81,175	150,328,620.58
26th October, 2018	98,606	177,975,949.00
21st November, 2018	134,731	260,785,485.96
19th December, 2018	185,622	343,115,949.32
Total	500,134	9,322,06,004.86

This certificate has been issued to the Company for onward submission to the Stock Exchanges where the Company's equity shares are listed.

For **Deloitte Haskins & Sells**
Chartered Accountants
(ICAI Registration No. 302009E)

KOLKATA, 24 January, 2019

A. Bhattacharya
Partner
Membership No. 054110

Deloitte Haskins & Sells Chartered Accountants