



ITC Limited
Virginia House
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1st August, 2025

The Manager
Listing Department
National Stock Exchange of
India Ltd.
Exchange Plaza
Plot No. C-1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

The General Manager
Dept. of Corporate Services
BSE Ltd.
P. J. Towers
Dalal Street
Mumbai 400 001

The Secretary
The Calcutta Stock
Exchange Ltd.
7, Lyons Range
Kolkata 700 001

Dear Sirs,

**Scheme of Amalgamation of Sresta Natural Bioproducts Private Limited
and Wimco Limited with the Company**

We write to advise that the Board of Directors of the Company at the meeting held today i.e., 1st August, 2025 has approved the Scheme of Amalgamation of Sresta Natural Bioproducts Private Limited ('SNBPL') and Wimco Limited ('Wimco'), wholly owned subsidiaries, with the Company under Sections 230 and 232 of the Companies Act, 2013.

The aforesaid Scheme of Amalgamation, which is subject to necessary approvals, will take effect from 13th June, 2025 and 1st April, 2025 for amalgamation of SNBPL and Wimco, respectively.

Enclosed please find the relevant disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Master Circular dated 11th November, 2024.

The Board Meeting commenced at 2.30 p.m. and concluded at 5.05 p.m.

Yours faithfully,
ITC Limited

(R. K. Singhi)
Executive Vice President &
Company Secretary

Encl: as above.

cc: Securities Exchange Commission
Division of Corporate Finance
Office of International Corporate Finance
Mail Stop 3-9
450 Fifth Street
Washington DC 20549
U.S.A.

cc: Societe de la Bourse de Luxembourg
35A Boulevard Joseph II
L-1840 Luxembourg

Sl. No.	Particulars	Disclosures																				
1.	Name of the entities forming part of the amalgamation / merger, details in brief such as, size, turnover etc.	<p>Transferor Companies - Sresta Natural Bioproducts Private Limited (‘SNBPL’) and Wimco Limited (‘Wimco’)</p> <p>Transferee Company - ITC Limited (‘ITC’)</p> <p>Details of the Transferor Companies and the Transferee Company are as follows:</p> <p style="text-align: right;">(₹ in crores)</p> <table><tr><th>Particulars</th><th>SNBPL</th><th>Wimco</th><th>ITC</th></tr><tr><th>Financial Year</th><th>2023-24</th><th>2024-25</th><th>2024-25</th></tr><tr><td>Total Assets</td><td>160.6</td><td>5.7</td><td>84,009.2</td></tr><tr><td>Turnover</td><td>226.6</td><td>2.6</td><td>73,464.6</td></tr><tr><td>Net Worth</td><td>39.4</td><td>(3.6)</td><td>65,607.7</td></tr></table> <p><i>Note: Based on last Audited Standalone Financial Statements</i></p>	Particulars	SNBPL	Wimco	ITC	Financial Year	2023-24	2024-25	2024-25	Total Assets	160.6	5.7	84,009.2	Turnover	226.6	2.6	73,464.6	Net Worth	39.4	(3.6)	65,607.7
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Net Worth	39.4	(3.6)	65,607.7																			
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	SNBPL and Wimco, being wholly owned subsidiaries, are related parties of ITC. Accordingly, transfer of all assets, liabilities, rights, obligations and employees of SNBPL and Wimco to ITC, as part of the proposal for amalgamation, will be at arm’s length.																				
3.	Area of business of the entities	<p><u>Transferor Companies:</u></p> <p>➤ SNBPL is primarily engaged in the business of manufacture and sale of organic packaged food products (staples, spices, processed foods etc.) under the brand name ‘24 Mantra Organic’.</p> <p>➤ Wimco presently does not have any major operations. It was earlier engaged in the engineering business of fabricating / assembling tube-filling & cartoning machines and providing allied services. Wimco owns about 1 acre of land in Ambernath, Maharashtra, which is contiguous to the 17 acre land parcel owned by ITC.</p> <p><u>Transferee Company:</u></p> <p>ITC is one of India’s leading private sector companies and a diversified conglomerate with businesses spanning Fast Moving Consumer Goods (Cigarettes & Cigars, Branded Packaged Foods, Personal Care Products, Education & Stationery Products, Safety Matches and Agarbattis), Paperboards, Paper and Packaging, and Agri Business.</p>																				

Sl. No.	Particulars	Disclosures
4.	Rationale for amalgamation / merger	<p>The proposed amalgamation of SNBPL and Wimco with ITC will, inter alia, have the following benefits:</p> <p>(a) Unlock value creation opportunities for the organic packaged foods business by driving synergies in areas such as product development & innovation, sourcing, manufacturing, supply chain and distribution, leveraging competencies residing in SNBPL and ITC.</p> <p>(b) The combined operations will be carried on more efficiently and economically as a result, inter alia, of pooling and more effectively utilising the combined resources, reducing overheads, costs and expenses, achieving economies of scale, eliminating duplication of work and rationalising & reducing compliance requirements facilitated by the amalgamation.</p> <p>(c) More efficient utilisation of capital and creation of a consolidated base for future growth. The amalgamation will also enable greater efficiency in cash management and unfettered access to cash flows generated by the combined operations.</p>
5.	In case of cash consideration – amount or otherwise share exchange ratio	<p>Since SNBPL and Wimco are wholly owned subsidiaries of ITC, all Equity Shares of SNBPL and Wimco and the Preference Shares of Wimco held by ITC and its nominees shall stand cancelled and extinguished, and ITC will not be required to issue any fresh shares.</p>
6.	Brief details of change in shareholding pattern (if any) of listed entity	<p>There will not be any change in the shareholding pattern of ITC pursuant to the aforesaid amalgamations.</p>