

Form of Consent Letter

Ref No: AXISB/MWBC/KOL/2023-24/519

Date: 24.08.2023

To,

ITC Limited
Virginia House,
37 Jawaharlal Nehru Road,
Kolkata – 700071
West Bengal

Dear Sir/ Ma'am,

Re: Consent Letter for scheme of arrangement amongst ITC Limited (“Company”) and ITC Hotels Limited (“ITC Hotels”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (“Scheme”).

Subj: Your letter dated 24.08.2023 (“Request Letter”)

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 3 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, we hereby provide our no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
3. The consent provided in Paragraph 2 above shall be subject to the following conditions:
 - (a) all our rights under the Facility and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder); and
 - (b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.
4. The Company may submit this letter to the BSE, NSE, CSE, SEBI, NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.
5. This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully
[Axis Bank Ltd]




Authorized Signatory
Name: Vikash Agarwal
Designation: AVP



Form of Consent Letter

Date: 22nd August 2023

To,

ITC Limited
Virginia House,
37 Jawaharlal Nehru Road,
Kolkata – 700071
West Bengal

Attention: S Suresh Kumar

Dear Sir/ Ma'am,

Re: Consent Letter for scheme of arrangement amongst ITC Limited (“Company”) and ITC Hotels Limited (“ITC Hotels”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (“Scheme”).

Subj: Your letter dated 21st August 2023 (“Request Letter”)

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 3 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, we hereby provide our no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
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 - (b) ~~making any~~ requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.



Citibank N.A.
Corporate & Investment Banking
FIFC, 14th Floor
C-54 & C-55, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051, India

T +91 22 6175 7999
F +91 22 4006 5847



4. The Company may submit this letter to the BSE, NSE, CSE, SEBI, NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.
5. This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully
Citibank N.A.,

A handwritten signature in black ink that reads "Priyank".



Authorized Signatory
Name: Priyank Daga
Designation: Director

We understand your world

Ref No: HDFC/2023/1

Date: 22-Aug-23

To,

ITC Limited
Virginia House,
37 Jawaharlal Nehru Road,
Kolkata – 700071
West Bengal

HDFC Bank House,
3A, Gurusaday Road,
Kolkata - 700019.
Tel. : 033 - 6638 4113 - 19

Attention: Mr. Aditya Marodia, GM – Corporate Treasury

Dear Sir/ Ma'am,

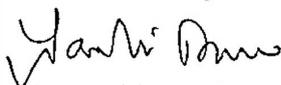
Re: Consent Letter for scheme of arrangement amongst ITC Limited (“Company”) and ITC Hotels Limited (“ITC Hotels”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (“Scheme”).

Subj: Your letter dated 21-Aug-23 (“Request Letter”)

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 3 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, we hereby provide our no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
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Thank you.

Yours faithfully



Authorized Signatory

www.hdfcbank.com



Date: 28 August 2023

To,
ITC Limited
Virginia House,
37 Jawaharlal Nehru Road,
Kolkata – 700071
West Bengal
Attention: Mr. S. Sureshkumar

Dear Sir/ Ma'am,

Re: Consent Letter for scheme of arrangement amongst ITC Limited (“Company”) and ITC Hotels Limited (“ITC Hotels”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (“Scheme”).

Subj: Your letter dated 21 August 23 (“Request Letter”)

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 3 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, we hereby provide our no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
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Thank you.

Yours faithfully,
The Hongkong and Shanghai Banking Corporation Limited

Signed by: Ameet Sheth, MD & Head of Large Local Corporates, West & East India, Global Banking.

The Hongkong and Shanghai Banking Corporation Limited
52/60, Mahatma Gandhi Road, Fort, Mumbai - 400001, India.
email: info@hsbc.co.in,
www.hsbc.co.in

Incorporated in Hong Kong SAR with limited liability

Form of Consent Letter

LCG234952203490

August 23, 2023

To,
ITC Limited
Virginia House,
37 Jawaharlal Nehru Road,
Kolkata – 700071
West Bengal

Attention: Mr. Suresh Kr. S, Treasury Head

Dear Sir/ Ma'am,

Re: Consent Letter for scheme of arrangement amongst ITC Limited (“Company”) and ITC Hotels Limited (“ITC Hotels”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (“Scheme”).

Subj: Your letter dated August 22, 2023 (“Request Letter”)

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 3 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, we hereby provide our no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
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ICICI Bank Limited
3A, Gurusaday Road,
Kolkata – 700 019,
West Bengal, India.

Website www.icicibank.com
CIN :L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

5. This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.
Yours faithfully

ICICI Bank Limited



Authorized Signatory

Name: Abhishek Agarwal

Designation: Senior Relationship Manager



Kotak Mahindra Bank

Form of Consent Letter

Ref No: M/CCG/2165

Date: 24th August 2023

To,

ITC Limited
Virginia House,
37 Jawaharlal Nehru Road,
Kolkata – 700071
West Bengal
Attention: Mr. Suresh Kumar

Dear Sir/ Ma'am,

Re: Consent Letter for scheme of arrangement amongst ITC Limited (“Company”) and ITC Hotels Limited (“ITC Hotels”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (“Scheme”).

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Kotak Mahindra Bank Ltd.
CIN: L00110MH1985PLC038137
3rd Floor, Plot No. C-27
G-Block, Bandra Kurla Complex
(BKC), Bandra (E)
Mumbai - 400 051, Maharashtra

T +91 022 61661350
www.kotak.com

Registered Office:
27 BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai 400051,
Maharashtra, India.



Kotak Mahindra Bank

5. This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully
For Kotak Mahindra Bank Limited

Sameeta R. Padmashali
Deputy Vice President



Kotak Mahindra Bank Ltd.

CIN: L65110MH1985PLC038137

27BKC, 3rd Floor, Plot No. C-27
G-Block, Bandra Kurla Complex
(BKC), Bandra (E)
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Registered Office:

27 BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai 400051,
Maharashtra, India.

To
ITC Limited
Virginia House,
37 Jawaharlal Nehru Road,
Kolkata – 700071
West Bengal
Attention: Mr. S. Suresh Kumar

Ref No: CCGK / AMT-I / 2023-24 / 140

Date: 24.08.2023

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Re: Consent Letter for scheme of arrangement amongst ITC Limited ("Company") and ITC Hotels Limited ("ITC Hotels") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder ("Scheme").
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Thank you.

Yours faithfully
For State Bank of India



Authorized Signatory
Name: Mr. Goutam Kumar Datta
Designation: AGM & RM, CCG Kolkata
bank.sbi



☎ DGM (033) 2288-8090
☎ AGM & COO (033) 2288-9690
☎ CM (COCS) (033) 2226-2257
☎ CM (IB) (033) 2226-9147
☎ CM (A&A) (033) 2226-9730
☎ (033) 2288-7037 / 2226-3058

বানিজ্যিক গ্রাহক সমূহ শাখা
শ্রীবৃদ্ধি ভবন, ৩য় তল
৩৪, জওহরলাল নেহরু রোড
কলকাতা-৭০০ ০৭১
শাখা কোড : ০৯৯৯৮

বাণিজ্যিক গ্রাহক সমূহ শাখা
শ্রীবৃদ্ধি ভবন, তিস্তারী মঞ্জীল
৩৪, জওহরলাল নেহরু রোড
কলকাতা - 700 071
শাখা কোড : 09998

Commercial Clients Group Branch
Sribiddhi Bhavan
2nd Floor
34, Jawaharlal Nehru Road
Kolkata - 700 071
Branch Code : 09998



Form of Consent Letter

Ref No: SCB/CRC/28082023/001

Date: 28th August 2023

To,
ITC Limited
Virginia House,
37 Jawaharlal Nehru Road,
Kolkata – 700071, West Bengal

Attention: Mr. S Suresh Kumar

Dear Sir/ Ma'am,

Re: Consent Letter for scheme of arrangement amongst ITC Limited (“Company”) and ITC Hotels Limited (“ITC Hotels”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (“Scheme”).

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Thank you.

Yours faithfully
For **Standard Chartered Bank**

Authorized Signatory
Name: Sanjoy Chakraborty
Designation: Associate, Client Delivery

Standard Chartered Bank
Commercial Banking

Mumbai : Crescenzo, 3A/F Plot No. C - 38 & 39, G-Block, Bandra Kurla Complex, Mumbai - 400 051. Phone: 91 (0) 22 6115 7892/878
Gurgaon : Ground Floor, 7A, DLF Building, DLF Cyber City, Sector 24/25/25A, Gurgaon - 122 002. Phone: 91 (0) 124 487 6438/6410
Chennai : 19, Rajaji Salai, 3rd Floor, Chennai - 600 001. Phone: 91 (0) 44 2534 9038, 91 (0) 44 3044 9883
Kolkata : 19, Netaji Subhas Road, Kolkata - 700 001. Phone: 91 (0) 33 3912 0433/0262

Standard Chartered Bank is incorporated in England with limited liability by Royal Charter: 1853 Reference Number ZC18. The Principal Office of the Company is situated in England at 1 Basinghall Avenue, London, EC2V 5DD. Standard Chartered Bank is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and Prudential Regulation Authority