



ITC HOTELS LIMITED

CIN: L55101WB2023PLC263914

Registered Office: Virginia House, 37 Jawaharlal Nehru Road, Kolkata 700 071, West Bengal
Tel: 033-2288 9371 • E-mail: investorservices@itchotels.com • Website: www.itchotels.com

NOTICE OF POSTAL BALLOT

TO THE MEMBERS OF THE COMPANY

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India

NOTICE IS HEREBY GIVEN that the Special Resolutions set out hereunder are proposed to be passed through Postal Ballot by voting through electronic means ('remote e-voting'). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Resolutions is annexed.

The Board of Directors of the Company at the meeting held on 24th October, 2025 have appointed Mr. R. L. Auddy, Senior Solicitor and Partner, Messrs. Sandersons & Morgans, Advocates & Solicitors, as the Scrutinizer for scrutinizing the Postal Ballot through remote e-voting.

In conformity with the regulatory requirements, **Members are advised to cast their votes on the Special Resolutions through remote e-voting**, for which purpose they are requested to read carefully the instructions annexed to the Notice.

Based on the Scrutinizer's Report, the Results of remote e-voting will be declared on **Friday, 19th December, 2025 at 4:00 p.m. (IST)**. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www.itchotels.com under the section 'Investor Relations' and will also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed. National Securities Depository Limited ('NSDL'), engaged by the Board of Directors of the Company for facilitating remote e-voting, will also display these Results on its website www.evoting.nsdl.com.

1. To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED THAT:

- (a) in accordance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('the SBEB Regulations') and other applicable laws and regulations, and the Memorandum and Articles of Association of the Company, and subject to such approval(s), permission(s) or sanction(s) as may be necessary from any authority(ies), the Board of Directors of the Company ('the Board', which term shall be deemed to include the Nomination and Remuneration Committee or any other Board Committee) be and is hereby authorised to grant, offer and issue Equity Settled Stock Appreciation Rights under a Scheme viz., 'ITCHL Employee Stock Appreciation Rights Scheme 2025' ('ITCHL ESAR Scheme'), salient features of which are set out in the Explanatory Statement annexed to this Notice, to such employees and Directors of the Company, other than Independent Directors (collectively referred to as 'the eligible employees'), as may be decided by the Board, entitling the eligible employees to apply for such number of Equity Shares of the Company not exceeding, in the aggregate, two per cent of the issued and subscribed Share Capital of the Company as on 30th September, 2025 i.e., up to a maximum of 4,16,54,391 Equity Shares of face value of ₹ 1/- each (such number of shares to be appropriately adjusted for any subsequent bonus issue, consolidation or other re-organisation of the capital structure of the Company), at such price, in such manner, during such period, in one or more tranches, as set out in the Explanatory Statement annexed to this Notice, and on such other terms and conditions as the Board may decide;
- (b) the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required from time to time in pursuance of the ITCHL ESAR Scheme, and the Equity Shares so issued and allotted shall rank *pari passu* with the then existing Equity Shares of the Company;
- (c) the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares issued and allotted under the ITCHL ESAR Scheme on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SBEB Regulations and other applicable laws and regulations; and

(d) the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the ITCHL ESAR Scheme and to make any modification, variation or revision thereto or to suspend, withdraw, terminate or revive the ITCHL ESAR Scheme, and perform and execute all such acts, deeds, matters and things, including delegation of all or any of the powers conferred herein, as may be deemed necessary, proper or expedient, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent / approval of the Members.”

2. To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

“**RESOLVED THAT**, in accordance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws and regulations, and the Memorandum and Articles of Association of the Company, and subject to such approval(s), permission(s) or sanction(s) as may be necessary from any authority(ies), the Board of Directors of the Company (‘the Board’, which term shall be deemed to include the Nomination and Remuneration Committee or any other Board Committee) be and is hereby authorised to extend the benefits of the ITCHL Employee Stock Appreciation Rights Scheme 2025, as proposed in the Special Resolution under Item No. 1 of this Notice, to such employees, including Managing / Wholetime Directors, of such subsidiary companies of the Company, as may be determined by the Board.”

By Order of the Board
ITC Hotels Limited
Diwaker Dinesh
Company Secretary

Dated: 24th October, 2025.

NOTES:

1. In conformity with the regulatory requirements, this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, 31st October, 2025** (‘Cut-off Date’) and who have registered their e-mail address with the Company or the Depositories.
2. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on the Cut-off Date. Only those Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories on the Cut-off Date will be entitled to cast their votes.
3. There will be one vote for every DP ID & Client ID / folio number, irrespective of the number of joint holders.
4. **Remote e-voting will commence at 9:00 a.m. (IST) on Wednesday, 19th November, 2025 and will end at 5:00 p.m. (IST) on Thursday, 18th December, 2025**, when remote e-voting will be blocked by NSDL.
5. The Special Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., **Thursday, 18th December, 2025**.

EXPLANATORY STATEMENT

Annexed to the Notice dated 24th October, 2025.

Item Nos. 1 & 2

With the business environment becoming increasingly competitive, equity based long-term incentives are considered as an effective instrument for not only attracting & retaining talent which is imperative for the sustained growth of the Company, but also for aligning the interests of employees with those of shareholders by ensuring a common purpose towards enhancing shareholder value.

It is in this context that various equity based long-term incentives for employees were evaluated and introduction of an Equity Settled Stock Appreciation Rights Scheme was considered to be most appropriate. Accordingly, the Board of Directors at the meeting held on 24th October, 2025 decided to seek a limit of two per cent of the issued and subscribed Share Capital of the Company for grant of Equity Settled Stock Appreciation Rights ('ESARs') under a Scheme viz., 'ITCHL Employee Stock Appreciation Rights Scheme 2025' ('ITCHL ESAR Scheme'), to be formulated in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('the SBEB Regulations'). The ITCHL ESAR Scheme will be applicable for the employees of the Company and its Directors, other than Independent Directors, and also for the employees, including Managing / Wholetime Directors, of subsidiary companies of the Company (collectively referred to as 'the eligible employees'), as may be determined by the Board of Directors of the Company ('the Board', which term shall be deemed to include the Nomination and Remuneration Committee or any other Board Committee). The salient features of the proposed ITCHL ESAR Scheme are provided below:

(a) Brief description of the ITCHL ESAR Scheme

The ITCHL ESAR Scheme contemplates grant of ESARs to the eligible employees as described in (c) below. ESARs would entitle an eligible employee to receive appreciation in the value of the shares of the Company at a future date and in a pre-determined manner, where such appreciation would be settled by way of issue and allotment of Equity Shares of the Company.

(b) Total number of ESARs to be offered and granted

ESARs to be granted to the eligible employees under the ITCHL ESAR Scheme shall not result in issue of Equity Shares exceeding, in the aggregate, two per cent of the issued and subscribed Share Capital of the Company as on 30th September, 2025 i.e., up to a maximum of 4,16,54,391 Equity Shares of the Company of ₹ 1/- each (such number of shares to be appropriately adjusted for any subsequent bonus issue, consolidation or other re-organisation of the capital structure of the Company).

One ESAR would entitle the eligible employee to apply for and be allotted, upon payment of ₹ 1/- per share, such number of Equity Shares of the Company determined on the basis of difference between the market price of ten Equity Shares and ESAR Price as described in (e) below, divided by market price of one Equity Share; market price for this purpose would be the average of the closing price of the Company's Share on the National Stock Exchange of India Limited ('NSE') during the month preceding the month in which the application for exercise of ESARs is made by the eligible employee, or such other price as may be considered appropriate by the Board.

If the appreciation settlement results in fraction of an Equity Share, the consideration for such fraction shall be settled in cash in accordance with the provisions of the SBEB Regulations and the ITCHL ESAR Scheme.

(c) Employees entitled to participate in the ITCHL ESAR Scheme

- (i) Such employees, including Directors of the Company, other than Independent Directors, as may be determined by the Board, and
- (ii) Such employees, including Managing / Wholetime Directors, of such subsidiary companies of the Company, as may be determined by the Board.

ESARs granted to an employee shall not be transferable and cannot be pledged, hypothecated, mortgaged or otherwise alienated in any manner whatsoever.

(d) Requirement of Vesting and Period of Vesting

ESARs under a Grant shall vest as per the following Vesting Schedule:

- On completion of 12 months from the date of the Grant : 30% of the ESARs.
- On completion of 24 months from the date of the Grant : 30% of the ESARs.
- On completion of 36 months from the date of the Grant : 40% of the ESARs.

(e) ESAR Price or Pricing Formula

The ESAR Price will not be lower than the closing price of the Company's Share on the NSE on the date of grant, or the average price of the Company's Share during the six months preceding the date of grant based on the daily closing price on the NSE, or 'Market Price' as defined under the SBEB Regulations i.e., closing price of the Company's Share on the date immediately prior to the date of the meeting of the Board / Nomination and Remuneration Committee in which ESARs are granted, as may be determined by the Board, and computed for ten Equity Shares of the Company.

(f) Exercise Period and Process of Exercise

The Exercise Period shall commence from the date of vesting and will expire not later than five years from the respective date(s) of vesting of ESARs.

ESARs will be exercisable by the eligible employees by making applications to the Company in such manner as may be prescribed under the ITCHL ESAR Scheme.

ESARs will lapse if not exercised within the Exercise Period.

(g) Appraisal Process for determining eligibility of employees

The appraisal process for determining the eligibility of employees and the quantum of ESARs to be granted to them will include (i) grade of the employee, (ii) performance of the employee and the Company as a whole, and (iii) such other criteria as may be determined from time to time. The Board will have the absolute discretion to determine the eligibility of an employee for grant of ESARs under the ITCHL ESAR Scheme.

(h) Maximum number of ESARs per eligible employee and in the aggregate

No single eligible employee shall be granted in any financial year, ESARs exceeding 0.05 per cent of the issued and subscribed Share Capital of the Company as on 30th September, 2025.

The aggregate number of ESARs that can be granted under the ITCHL ESAR Scheme shall not result in issue of Equity Shares exceeding two per cent of the issued and subscribed Share Capital of the Company, as stated under (b) above.

(i) Maximum quantum of benefit to be provided per eligible employee

As stated under (h) read with (b) above.

(j) Accounting Policies

The Company will conform to the applicable Accounting Policies as prescribed under the SBEB Regulations or any other policy(ies) that may be prescribed under law with respect to accounting for ESARs.

(k) Valuation Method for ESARs

The Company will adopt fair value method for valuation of ESARs to be granted under the ITCHL ESAR Scheme, as required under the Indian Accounting Standards.

(l) Declaration

The following declaration required under the SBEB Regulations is not applicable since the Company will adopt fair value method for valuation of ESARs:

'In case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used fair value of the Stock Options shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earnings Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.'

(m) Miscellaneous

- The ITCHL ESAR Scheme will be implemented and administered directly by the Company and not through a trust and accordingly, no loan is required to be provided for implementation of the said Scheme.
- The ITCHL ESAR Scheme contemplates issue of new shares by the Company and will not involve any secondary acquisition of shares.
- The Equity Shares arising out of exercise of vested ESARs will not be subject to any lock-in restrictions, except such restrictions as may apply under the applicable laws from time to time or as per the Company's policies.
- No buy-back of specified securities covered under the SBEB Regulations is envisaged under the ITCHL ESAR Scheme.

Consent of the Members by way of Special Resolution under Item No. 1 is required for grant of ESARs in terms of the SBEB Regulations read with the provisions of the Companies Act, 2013.

In terms of the SBEB Regulations, a separate resolution is required to be passed if the benefits under the ITCHL ESAR Scheme are also to be extended to the employees of subsidiary companies. Special Resolution is accordingly proposed under Item No. 2 of this Notice to cover the employees, including Managing / Wholetime Directors, of subsidiary companies of the Company. The aggregate number of ESARs to be granted to such employees of subsidiary companies will also be within the overall limit of two per cent of the issued and subscribed Share Capital of the Company, as stated under (b) above.

The Directors, other than Independent Directors, and Key Managerial Personnel ('KMP') of the Company, and their relatives, are interested in this Special Resolution proposed under Item No. 1 of this Notice to the extent that ESARs may be granted to the Directors and KMP of the Company. None of the Directors and KMP of the Company, or their relatives, is interested in the Special Resolution proposed under Item No. 2 of this Notice.

The Board of Directors of your Company recommends these Special Resolutions for your approval.

By Order of the Board
ITC Hotels Limited
Diwaker Dinesh
Company Secretary

Dated: 24th October, 2025.

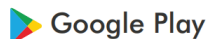
INSTRUCTIONS FOR REMOTE E-VOTING

Step 1: Access to NSDL e-voting website

(A) For Individual Members holding shares in dematerialised form:

For Members holding shares in demat account with NSDL

- If you are registered for NSDL '**IDeAS**' facility, you are required to follow the below-mentioned steps:
 - (a) Type the URL: <https://eservices.nsdl.com> and click on '**Beneficial Owner**' tab under the '**IDeAS**' section.
 - (b) Insert your existing user ID, password and the verification code as shown on the screen.
 - (c) After OTP based authentication and login, click on '**Access to e-voting**' under value-added services and you will be able to see the e-voting page.
 - (d) Click on '**evote**' link available against ITC Hotels Limited or e-voting service provider i.e. '**NSDL**' and proceed to Step 2 to cast your vote.
- If you are not registered for '**IDeAS**' facility, you are required to follow the below-mentioned steps:
 - (a) Type the URL: <https://evoting.nsdl.com> and click on '**Login**' tab under the '**Shareholder / Member**' section.
 - (b) Insert your existing user ID, password / OTP and the verification code as shown on the screen and agree to the terms and conditions by clicking the box.
 - (c) After authentication, you will be re-directed to e-services website of NSDL, wherein you will be able to see the e-voting page.
 - (d) Click on '**evote**' link available against ITC Hotels Limited or e-voting service provider i.e. '**NSDL**' and proceed to Step 2 to cast your vote.
- You may also download NSDL Mobile App '**NSDL Speede**' by scanning the following QR code for e-voting:



For Members holding shares in demat account with Central Depository Services (India) Limited ('CDSL')

- If you are registered for CDSL '**Easi / Easiest**' facility, you are required to follow the below-mentioned steps:
 - (a) Type the URL: <https://www.cdslindia.com> and click on '**Login to - My Easi**' or type the URL: <https://web.cdslindia.com/myeasitoken/home/login>.
 - (b) Insert your existing username and password.
 - (c) After OTP based authentication and login, click on e-voting menu.
 - (d) Click on '**evote**' link available against ITC Hotels Limited or e-voting service provider i.e. '**NSDL**' and proceed to Step 2 to cast your vote.

You can also directly access the e-voting page by clicking on '**E Voting**' on the home page of www.cdslindia.com with your demat account number (BOID) and PAN.

After OTP based authentication, click on '**evote**' link available against ITC Hotels Limited or e-voting service provider i.e. '**NSDL**' and proceed to Step 2 to cast your vote.

For Members logging in through the websites of their Depository Participants

- (a) Login to your demat account, using the login credentials, through the concerned Depository Participant registered with NSDL / CDSL.
- (b) Click on the option available for e-voting. You will be re-directed to e-services website of NSDL wherein you will be able to see the e-voting page.
- (c) Click on **‘evote’** link available against ITC Hotels Limited or e-voting service provider i.e. **‘NSDL’** and proceed to Step 2 to cast your vote.

Note: Members who are unable to retrieve their user ID or password are advised to use ‘Forgot User ID’ / ‘Forgot Password’ option(s) available on the websites of the respective Depositories / Depository Participants.

(B) For Non-Individual Members holding shares in dematerialised form and Members holding shares in certificate form:

If you are holding shares in dematerialised form and are registered for NSDL ‘IDeAS’ facility, you can login at <https://eservices.nsdl.com> with your existing IDeAS login and click on ‘Access to e-voting’ to proceed to Step 2 to cast your vote.

Other Members, including Members holding shares in the certificate form, are required to follow the below-mentioned steps:

- (a) Type the URL: <https://www.evoting.nsdl.com> and click on **‘Login’** tab under the **‘Shareholder / Member’** section.
- (b) Insert your existing user ID, password and the verification code as shown on the screen.

• **User ID:**

For Members holding shares in demat account with NSDL.	8 character DP ID followed by 8 digit Client ID. <i>For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****.</i>
For Members holding shares in demat account with CDSL.	16 digit Beneficiary ID. <i>For example, if your Beneficiary ID is 12*****, then your user ID is 12*****.</i>
For Members holding shares in certificate form.	Electronic Voting Event Number (‘EVEN’) followed by your folio number registered with the Company. <i>For example, if the EVEN is 101456 and your folio number is 01/12***, then your user ID is 1014560112***.</i>

• **Password:**

- (i) **If you are already registered with NSDL for remote e-voting, you should use your existing password for login.**

Members may also use OTP based login.

- (ii) If you are using NSDL e-voting website for the first time, you would need to use your **‘initial password’** for login, which has been communicated to you by NSDL in .pdf file. The password to open this file is your 8 digit Client ID for demat account with NSDL or last 8 digits of Beneficiary ID for demat account with CDSL or folio number for shares held in certificate form.

- (iii) If you are unable to retrieve the ‘initial password’, or have forgotten your password:

- Click on **‘Forgot User Details / Password?’**, if holding shares in dematerialised form; or
- Click on **‘Physical User Reset Password?’**, if holding shares in certificate form.

You may also send an e-mail requesting for password at evoting@nsdl.com, mentioning your name, PAN, registered address, and DP ID & Client ID / folio number.

- (c) Agree to the terms and conditions by clicking the box.
- (d) Click on **‘Login’**. Home page of remote e-voting opens.

Step 2: Cast your vote on NSDL e-voting website

- (a) Select the EVEN of ITC Hotels Limited.
- (b) Now you are ready for remote e-voting as '**Cast Vote**' page opens.
- (c) Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted; upon confirmation, your vote is cast and the message '**Vote cast successfully**' will be displayed.

Other Instructions

- (a) Corporate and Institutional Members (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the Scrutinizer at rla.itchlscrutinizer@gmail.com with a copy marked to NSDL at evoting@nsdl.com.
- (b) Members who have not registered their e-mail address with the Company or the Depositories and wish to receive the Postal Ballot Notice or cast their votes through remote e-voting are required to register their e-mail address by sending a request with name and DP ID & Client ID / folio number, (i) in case the shares are held in certificate form, to Registrar and Share Transfer Agent of the Company at einward.ris@kfintech.com or by post at KFin Technologies Limited, Selenium Building, Tower B, Plot Nos. 31 and 32, Financial District, Nanakramguda, Serilingampally Rangareddy, Hyderabad 500 032, Telangana, and (ii) in case the shares are held in demat form, to the respective Depository Participant.
- (c) In case of any query, you may refer to the Frequently Asked Questions and e-voting User Manual for Shareholders available under the Download section of NSDL's e-voting website www.evoting.nsdl.com. You may also contact the following persons for any query / grievance:
 - (i) Mr. Amit Vishal, Deputy Vice President, National Securities Depository Limited, 301, Naman Chambers, Plot C-32, G-Block, 3rd Floor, Bandra Kurla Complex, Bandra East, Mumbai 400 051, at telephone no. 022 - 4886 7000 or at e-mail ID AmitV@nsdl.com ;
 - (ii) Company Secretary, at telephone no. 0124 - 417 1717 or at e-mail ID investorservices@itchotels.com.

Individual Members holding shares in dematerialised form may also reach out for any technical issue related to login through their respective Depositories, i.e. NSDL and CDSL, as follows:

- NSDL - e-mail at evoting@nsdl.com or call at telephone no. 022 - 4886 7000.
- CDSL - e-mail at helpdesk.evoting@cdslindia.com or call at telephone no. 1800-21-09911 (toll free).
