



ITC Limited

CIN : L16005WB1910PLC001985

Registered Office : Virginia House, 37 Jawaharlal Nehru Road, Kolkata 700 071

Tel : 91 33 2288 9371 • Fax : 91 33 2288 2358 • E-mail : isc@itc.in • Website : www.itcportal.com

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

NOTICE IS HEREBY GIVEN that the Resolution set out hereunder for alteration of the Objects Clause of the Memorandum of Association of the Company is proposed to be passed by means of Postal Ballot and Electronic Voting (e-voting). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Resolution is annexed.

The Board of Directors of your Company at the meeting held on 27th January, 2017 have appointed Mr. R. L. Auddy, Senior Solicitor and Partner, Messrs. Sandersons & Morgans, Advocates & Solicitors, as the Scrutinizer for scrutinizing the Postal Ballot and e-voting process.

Members have the option to vote either by Postal Ballot or through e-voting. Members opting to vote by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on **Thursday, 16th March, 2017**. Members who opt for e-voting are requested to read carefully the instructions given in the Notes forming part of this Notice.

Based on the Scrutinizer's Report, the Results of the Postal Ballot and e-voting will be declared on **Friday, 17th March, 2017 at 4.00 p.m.** at the Registered Office of the Company. The declared Results, alongwith the Scrutinizer's Report, will be available on the Company's corporate website www.itcportal.com under the section 'Investor Relations' and will also be forwarded to the Stock Exchanges where the Company's shares are listed. National Securities Depository Limited (NSDL), engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website www.evoting.nsdl.com.

SPECIAL BUSINESS

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

"Resolved that, in accordance with the provisions of Section 13 of the Companies Act, 2013, or any amendment thereto or modification thereof, Clause 3 of the Memorandum of Association of the Company be and is hereby altered by insertion of the following sub-clause after the existing sub-clause (a)(xxi):

'(a)(xxii) To establish, purchase, take on lease or otherwise acquire, promote, set up, manage, maintain, operate, administer or assist in managing, maintaining or promoting multi speciality hospitals, medical and health care centres, mobile health centres, nursing homes, diagnostic centres, dispensaries, pharmacies, clinics, laboratories, polyclinics, drug and medical accessories stores, nutrition and dietetic counselling centres, medical colleges, nursing colleges, medical research centres, facilities for training, development & skilling of related manpower, and to engage in and support medical tourism and all other related medical, surgical, curative and health services and allied activities.' "

By Order of the Board
ITC Limited
B. B. Chatterjee
Executive Vice President &
Company Secretary

Dated : 27th January, 2017.

NOTES:

- (i) The Postal Ballot Notice is being sent to the 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, 3rd February, 2017**. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
- (ii) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **3rd February, 2017 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
- (iii) **Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting.** In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
- (iv) The Special Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting or receipt of duly completed Postal Ballot Forms i.e. **Thursday, 16th March, 2017**.

The procedure with respect to **e-voting** is provided below:-

I. **In case of Members who receive the Postal Ballot Notice in electronic mode:**

- (a) Open the e-mail and the PDF file viz. **'ITC e-voting.pdf'** with your Client ID No. or Registered Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (b) Launch internet browser by typing the URL: **https://www.evoting.nsdl.com/** and click on **'Shareholder – Login'**.
- (c) Insert user ID and password as initial password stated in (a) above. Click on **'Login'**.
- (d) Password change menu appears. Change the password with a new password of your choice with minimum 8 digits / characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
- (e) Home page of e-voting opens. Click on **'e-voting: Active Evoting Cycles'** and select the Electronic Voting Event Number (EVEN) of ITC Limited.
- (f) Now you are ready for e-voting as **'Cast Vote'** page opens.
- (g) Cast your vote by selecting appropriate option and click on **'Submit'**. Thereafter click on **'Confirm'** when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.
- (h) Thereafter the message **'Vote cast successfully'** will be displayed.
- (i) Corporate and institutional shareholders (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 through e-mail at **rla.itcscrutinizer@gmail.com** with a copy marked to NSDL's e-mail ID **evoting@nsdl.co.in**.

II. **In case of Members who receive the Postal Ballot Notice by post:**

- (a) User ID and initial password are provided in the Postal Ballot Form.
- (b) Please follow the steps from Sl. Nos. (b) to (i) mentioned in (I) above, to cast your vote.

III. **Members already registered with NSDL for e-voting can use their existing user ID and password for Login.** Thereafter please follow the steps from Sl. Nos. (e) to (i) mentioned in (I) above, to cast your vote.

- IV. In case of any query / grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website www.evoting.nsdl.com or contact:
- (a) Mr. Amit Vishal, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th & 5th Floors, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at telephone no. 022-2499 4360 or toll free no. 1800222990 or at e-mail ID AmitV@nsdl.co.in;
- (b) Mr. A. Bose, Head of Investor Service Centre, at telephone nos. 033-2288 6426 / 0034 or at e-mail ID arun.bose@itc.in .
- You may also send your queries to the e-mail ID isc@itc.in .
- V. **E-voting starts at 9.00 a.m. on 15th February, 2017 and ends at 5.00 p.m. on 16th March, 2017**, when e-voting will be blocked by NSDL.
- VI. There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
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EXPLANATORY STATEMENT

Annexed to the Notice dated 27th January, 2017.

In the context of your Company's vision to sub-serve national priorities which has driven the Company's operations, diversification initiatives and CSR policies and practices, the Board of Directors of your Company ('the Board') have recommended exploring and entering the area of Healthcare in India, inter alia, by way of setting up state of the art world class multi speciality hospitals. Such initiative would leverage the Company's repertoire of knowledge and experience in the hospitality and tourism sector and can be utilised for supporting 'medical tourism' for the country using the multi speciality world class facilities. Your Board believes that world class medical facilities providing patient-centric best practices that would be valued and trusted by the society will drive reform in Healthcare in India.

The Objects Clause of the Memorandum of Association of the Company is accordingly proposed to be enlarged, as set out in the Special Resolution, to progress the Healthcare initiative.

Objects Clause of the Memorandum of Association can be altered by passing a Special Resolution through Postal Ballot, pursuant to Sections 13 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

A copy of the Memorandum of Association of the Company will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on working days up to 16th March, 2017.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

By Order of the Board
ITC Limited
B. B. Chatterjee
Executive Vice President &
Company Secretary

Dated : 27th January, 2017.



SPECIMEN

ITC Limited

CIN : L16005WB1910PLC001985

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POSTAL BALLOT FORM

Serial No. :

1. Name(s) of Member(s) including joint holders, if any :

2. Registered address of the sole / first named Member :

3. DP ID No. & Client ID No.* / Registered Folio No.** :
[* Applicable to Members holding shares in dematerialised form
**Applicable to Members holding shares in certificate form]

4. No. of Ordinary Shares held :

5. I / We hereby exercise my / our vote in respect of the following Resolution to be passed through Postal Ballot and e-voting, by conveying my / our assent or dissent to the said Resolution by placing tick (✓) mark in the appropriate box below :

Resolution	No. of Ordinary Shares for which votes cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Special Resolution for alteration of the Objects Clause of the Memorandum of Association of the Company to include 'Healthcare'.			

Place :

Date :

Signature of Member

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

Note : Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

- (a) Members desiring to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the **Scrutinizer, Mr. R. L. Auddy**, in the enclosed self-addressed postage prepaid envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- (b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his / her absence by the next named Member.
- (c) Assent must be accorded by placing a tick (✓) mark in the column 'I / We assent to the Resolution (FOR)' or dissent must be accorded by placing a tick (✓) mark in the column 'I / We dissent to the Resolution (AGAINST)'.
- (d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
- (e) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in the dematerialised form or in the certificate form, respectively. Unsigned Postal Ballot Forms will be considered invalid.
- (f) Postal Ballot Forms which are incomplete or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- (g) Members seeking duplicate Postal Ballot Forms can write to the Investor Service Centre, ITC Limited, 37 Jawaharlal Nehru Road, Kolkata 700 071 or e-mail at itcpostalballot2017@itc.in.
- (h) Members are requested not to send any other paper alongwith this Postal Ballot Form.
- (i) **Completed Postal Ballot Forms, as stated above, should reach the Scrutinizer no later than the close of working hours on Thursday, 16th March, 2017.** Postal Ballot Forms received after this date will be considered invalid.

GENERAL INFORMATION

- (1) One Postal Ballot Form is being sent for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- (2) **Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting.** In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
- (3) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on **Friday, 3rd February, 2017** being the cut-off date.

