



ITC Limited

CIN : L16005WB1910PLC001985

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

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NOTICE OF 112TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Hundred and Twelfth Annual General Meeting of the Members of ITC Limited will be held on Friday, 11th August, 2023, at 10.30 a.m. (IST) for the transaction of the following businesses, through Video Conferencing / Other Audio Visual Means in conformity with the regulatory provisions and the circulars issued by the Ministry of Corporate Affairs, Government of India:-

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2023, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.
2. To confirm Interim Dividend of ₹ 6/- per Ordinary Share of ₹ 1/- each, and declare Final Dividend of ₹ 6.75 and Special Dividend of ₹ 2.75 per Ordinary Share for the financial year ended 31st March, 2023.
3. To appoint a Director in place of Mr. Sumant Bhargavan (DIN: 01732482) who retires by rotation and, being eligible, offers himself for re-election.
4. To appoint a Director in place of Mr. Mukesh Gupta (DIN: 06638754) who retires by rotation and, being eligible, offers himself for re-election.
5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Section 142 of the Companies Act, 2013, the remuneration of ₹ 3,85,00,000/- (Rupees Three Crores and Eighty Five Lakhs only) to Messrs. S R B C & CO LLP, Chartered Accountants (Registration No. 324982E/E300003), Statutory Auditors of the Company, for conduct of audit for the financial year 2023-24, payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved.”

SPECIAL BUSINESS

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

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Alka Marezbhan Bharucha (DIN: 00114067) be and is hereby appointed as a Director and also as an Independent Director of the Company with effect from 12th August, 2023 for a period of five years or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

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

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anand Nayak (DIN: 00973758) be and is hereby re-appointed as a Director and also as an Independent Director of the Company with effect from 13th July, 2024 for a period of five years or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

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

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ajit Kumar Seth (DIN: 08504093) be and is hereby re-appointed as a Director and also as an Independent Director of the Company with effect from 13th July, 2024 for a period of five years or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

9. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Sections 196 and 197 of the Companies Act, 2013, Mr. Hemant Malik (DIN: 06435812) be and is hereby appointed as a Director, liable to retire by rotation, and also as a Wholetime Director of the Company with effect from 12th August, 2023 for a period of three years or till such earlier date to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

10. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, Mr. Sanjiv Puri (DIN: 00280529) be and is hereby re-appointed as a Director, not liable to retire by rotation, and also as the Managing Director & Chairman of the Company with effect from 22nd July, 2024 for a period of five years or till such earlier date to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

11. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Section 197 of the Companies Act, 2013 (‘the Act’) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent be and is hereby accorded for payment of commission to the Non-Executive Directors of the Company, for each of the five financial years commencing from 1st April, 2024, ranging between ₹ 1,00,00,000/- (Rupees One Crore only) and ₹ 1,30,00,000/- (Rupees One Crore and Thirty Lakhs only), individually, as the Board of Directors of the Company may determine based on performance and guidelines framed for this purpose, provided however that the aggregate commission paid to such Directors in a financial year shall not exceed one percent of the net profits of the Company computed in the manner referred to in Section 198 of the Act.”

12. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), consent be and is hereby accorded to the Company for entering into and / or continuing to enter into contracts / arrangements / transactions with British American Tobacco (GLP) Limited, United Kingdom (‘BAT GLP’), a related party in terms of Regulation 2(1)(zb) of the Listing Regulations, for sale of unmanufactured tobacco of Indian origin (including storage / holding charges etc.) and purchase of unmanufactured tobacco of international origins, as set out in the Explanatory Statement annexed to the Notice convening this Meeting and on such terms and conditions as may be mutually agreed between the parties, such that the maximum value of the contracts / arrangements / transactions with BAT GLP, in the aggregate, does not exceed ₹ 2,350 Crores (Rupees Two Thousand Three Hundred and Fifty Crores only) during the financial year 2024-25.

Resolved further that the Board of Directors of the Company (‘the Board’, which term shall be deemed to include the Audit Committee) be and is hereby authorised to 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 to give effect to this resolution and for the matters connected therewith or incidental thereto, 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.”

13. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Section 148 of the Companies Act, 2013, the remuneration of Messrs. ABK & Associates, Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditors to conduct audit of cost records maintained by the Company in respect of ‘Wood Pulp’ and ‘Paper and Paperboard’ products for the financial year 2023-24, at ₹ 5,00,000/- (Rupees Five Lakhs only) plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified.”

14. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Section 148 of the Companies Act, 2013, the remuneration of Messrs. S. Mahadevan & Co., Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditors to conduct audit of cost records maintained in respect of all applicable products of the Company, other than ‘Wood Pulp’ and ‘Paper and Paperboard’ products, for the financial year 2023-24, at ₹ 6,50,000/- (Rupees Six Lakhs and Fifty Thousand only) plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified.”

The Record Date fixed for the purpose of determining entitlement of the Members to the Final Dividend, including the Special Dividend, for the financial year ended 31st March, 2023 is **Tuesday, 30th May, 2023**, and such Dividend, if declared, will be paid between **Monday, 14th August, 2023** and **Thursday, 17th August, 2023** to those Members entitled thereto.

By Order of the Board
ITC Limited
R. K. Singhi
Executive Vice President &
Company Secretary

Dated : 18th May, 2023.

NOTES:

- (i) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM') is annexed.
- (ii) Since this AGM is being held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.
- (iii) Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative to attend this AGM, pursuant to Section 113 of the Act, through **e-mail at isc@itc.in** or by **post to the Investor Service Centre** of the Company ('ISC') at 37 Jawaharlal Nehru Road, Kolkata 700 071.
- (iv) In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of National Securities Depository Limited ('NSDL'). The Board has also appointed Mr. R. L. Auddy, Senior Solicitor and Partner, Messrs. Sandersons & Morgans, Advocates & Solicitors, as the Scrutinizer to scrutinize the process of e-voting. Detailed instructions for e-voting and also for attending the AGM are annexed.
- (v) **Remote e-voting will commence at 9.00 a.m. on Monday, 7th August, 2023 and will end at 5.00 p.m. on Thursday, 10th August, 2023**, when remote e-voting will be blocked by NSDL.
- (vi) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Friday, 4th August, 2023 (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 remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
- (vii) Pursuant to the Income-tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source from such dividend at the prescribed rates. A communication providing detailed information & instructions with respect to tax on the Final Dividend, including the Special Dividend, for the financial year ended 31st March, 2023 is being sent separately to the Members. The said communication will also be made available on the Company's corporate website **www.itcportal.com** .
- (viii) Unclaimed dividend for the financial year 2015-16 and the shares in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government on 27th August, 2023, pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Members are requested to claim the said dividend, details of which are available on the Company's corporate website at **http://info-dividend-shares.itcportal.com/popup_new.aspx** . ISC will not be able to entertain any claim received after 25th August, 2023 in respect of the same.

- (ix) In conformity with the regulatory requirements, the Notice of this AGM and the Report and Accounts 2023 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members desirous of obtaining physical copies of the said Notice and the Report and Accounts 2023 are required to send a request to the Company, mentioning their name and DP ID & Client ID / folio number, through **e-mail at isc@itc.in** or by **post to ISC**.
- (x) Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2023, or attend the AGM, or cast their votes through remote e-voting or e-voting during the AGM, are required to register their e-mail addresses with the Company at **<https://eform.itcportal.com>** . Alternatively, Members may send a letter requesting for registration of their e-mail addresses, mentioning their name and DP ID & Client ID / folio number, through **e-mail at isc@itc.in** or by **post to ISC**.
- (xi) Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to the Executive Vice President & Company Secretary at **itcagm2023@itc.in** from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 10.30 a.m. on Monday, 7th August, 2023 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the AGM.
- Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.
- (xii) The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act, and the Certificate from the Secretarial Auditors in respect of the Company's Employee Stock Option Schemes will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Executive Vice President & Company Secretary at **itcagm2023@itc.in** .
- (xiii) The Company will be webcasting the proceedings of the AGM on its corporate website **www.itcportal.com** . The transcript of the AGM proceedings will also be made available on the Company's website.

EXPLANATORY STATEMENT

Annexed to the Notice convening the Hundred and Twelfth Annual General Meeting on Friday, 11th August, 2023.

Item No. 6

The Board of Directors of the Company ('the Board') at the meeting held on 18th May, 2023, on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for the approval of the Members, the appointment of Ms. Alka Marezban Bharucha as a Director and also as an Independent Director of the Company, as set out in the Resolution.

Ms. Bharucha, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given her consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing her appointment as a Director of the Company has been received. Declaration has also been received from Ms. Bharucha that she meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Additional information in respect of Ms. Bharucha, including her brief resume, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is provided below:

Ms. Alka Marezban Bharucha (66) is a Senior Partner at Messrs. Bharucha & Partners, Advocates & Solicitors, Mumbai. She completed her B.A. (Hons.) and L.L.B. from the University of Bombay and Masters in Law from the University of London. She is a Solicitor with the High Court of Mumbai and Supreme Court of England and Wales, and also an Advocate on Record with the Supreme Court of India.

Ms. Bharucha began her career with Mulla & Mulla and Craigie Blunt & Caroe and joined Amarchand & Mangaldas as Partner in 1992. In 2008, she co-founded Bharucha & Partners, which has been ranked by RSG Consulting, London, amongst the top law firms in India. Ms. Bharucha, having more than 30 years of experience, has been ranked by Chambers Global, Legal 500 and Who's Who Legal amongst India's leading lawyers. She chairs the Transactions Practice at Bharucha & Partners. Her core areas of legal expertise include mergers & acquisitions, joint ventures, private equity, and banking & finance.

Other Directorships

Name of the company	Position
Ultratech Cement Limited *	Independent Director
Hindalco Industries Limited *	Independent Director
Orient Electric Limited *	Independent Director
Honda India Power Products Limited *	Independent Director
Aditya Birla Sun Life AMC Limited *	Independent Director
Birlasoft Limited *	Independent Director
Aditya Birla Finance Limited *	Independent Director
Honda Cars India Limited	Independent Director
Ultratech Nathdwara Cement Limited	Independent Director
Safalya Investments and Traders Private Limited	Non-Executive Director

* Denotes Indian company whose securities are listed on a recognised stock exchange (including one company whose debt securities are listed). There has been no change in the directorships held by Ms. Bharucha in listed companies during the last three years.

Committee Memberships of other companies

Name of the company	Committee	Position
Ultratech Cement Limited	Audit Committee	Member
	Nomination, Remuneration and Compensation Committee	
Orient Electric Limited	Stakeholders Relationship Committee	Chairperson
	Nomination and Remuneration Committee	
	Audit Committee	Member
Honda India Power Products Limited	Nomination and Remuneration Committee	Chairperson
	Audit Committee	Member
Aditya Birla Sun Life AMC Limited	Stakeholders Relationship Committee	Chairperson
	Nomination, Remuneration and Compensation Committee	
	Corporate Social Responsibility Committee	
Birlasoft Limited	Stakeholders Relationship Committee	Chairperson
	Nomination and Remuneration Committee	
	Audit Committee	Member
	Corporate Social Responsibility Committee	
Aditya Birla Finance Limited	Audit Committee	Member
	Nomination and Remuneration Committee	

Ms. Bharucha presently holds 48,745 Ordinary Shares (singly / jointly) in the Company; she does not hold any share in the Company on a beneficial basis for any other person.

Ms. Bharucha possesses appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. She also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of legal & compliance, corporate governance and industry knowledge. Considering Ms. Bharucha's diverse experience, professional competence and extensive knowledge, her induction on the Board will be in the overall interest of the Company. Ms. Bharucha's candidature is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Committee and the Board, Ms. Bharucha fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and she is independent of the management of the Company.

In addition to sitting fees for attending the meetings of the Board & its Committees and coverage under Personal Accident Insurance, Ms. Bharucha, similar to the other Non-Executive Directors, would be entitled to remuneration by way of commission ranging between ₹ 70,00,000/- and ₹ 1,00,00,000/- for the financial year 2023-24, as may be determined by the Board. In respect of commission to the Non-Executive Directors for the financial years commencing from 1st April, 2024, approval of the Members is being sought as covered in the Resolution proposed under Item No. 11.

Ms. Bharucha, and her relatives, are interested in this Special Resolution. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. Ms. Bharucha is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board recommends this Special Resolution for your approval.

Item Nos. 7 & 8

The Members on 23rd September, 2019 approved the appointment of Messrs. Anand Nayak and Ajit Kumar Seth as Independent Directors of the Company for a period of five years with effect from 13th July, 2019. Messrs. Nayak and Seth will complete their respective terms on 12th July, 2024.

The Board of Directors of the Company ('the Board') at the meeting held on 18th May, 2023, on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Messrs. Nayak and Seth as set out in the Resolutions relating to their respective re-appointment.

Messrs. Nayak and Seth, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), have given their consents to act as Directors of the Company, and requisite Notices, pursuant to Section 160 of the Act, proposing their re-appointment as Directors of the Company have been received. Declarations have also been received from Messrs. Nayak and Seth that they meet the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The Committee and the Board are of the view that, given the contribution to Board processes by Messrs. Nayak and Seth and their knowledge, time commitment, experience and performance, their continued association would benefit the Company. They also possess appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of human resources, strategic insight, stakeholder engagement and business management for Mr. Nayak, and in the areas of administrative experience and stakeholder engagement in respect of Mr. Seth; Mr. Seth also has deep understanding of the macro environment. The candidature of Messrs. Nayak and Seth is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Committee and the Board, Messrs. Nayak and Seth fulfil the conditions specified in the Act & the Rules thereunder and the Listing Regulations for re-appointment as Independent Directors, and they are independent of the management of the Company.

In addition to sitting fees for attending the meetings of the Board & its Committees and coverage under Personal Accident Insurance, Messrs. Nayak and Seth would be entitled to remuneration by way of commission, as covered in the Resolution proposed under Item No. 11.

During the proposed term of re-appointment, Messrs. Nayak and Seth will attain the age of seventy five years on 19th June, 2026 and 24th November, 2026, respectively. The Special Resolutions under Item Nos. 7 and 8, once passed, shall also be deemed as your approval under Regulation 17 of the Listing Regulations for continuation of Messrs. Nayak and Seth as Independent Directors beyond the age of seventy five years.

Additional information in respect of Messrs. Nayak and Seth, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'. Messrs. Nayak and Seth have not been Directors of any other listed company in the last three years, and they do not hold any share in the Company on a beneficial basis for any other person.

Messrs. Nayak and Seth, and their relatives, are interested in the Special Resolutions relating to their respective re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Special Resolutions.

The Board recommends these Special Resolutions for your approval.

Item No. 9

The Board of Directors of the Company ('the Board') at the meeting held on 18th May, 2023, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the appointment of Mr. Hemant Malik as a Director and also as a Wholetime Director of the Company, as set out in the Resolution, on the following remuneration:

- (I) **Basic / Consolidated Salary** - ₹ 13,00,000/- per month.
- (II) **Performance Bonus** - Not exceeding 200% of Basic / Consolidated Salary, payable annually for each financial year, as may be determined by the Board.
- (III) **Long Term Incentives** - Annual value not exceeding 0.05% of the net profits of the Company for the immediately preceding financial year [computed in accordance with Section 198 of the Companies Act, 2013 ('the Act')], as may be determined by the Board.
- (IV) **Perquisites** - In addition to the aforesaid Basic / Consolidated Salary, Performance Bonus and Long Term Incentives, Mr. Malik shall be entitled to perquisites like gas, electricity, water, furnishings, leave travel concession for self and family, club fees, personal accident insurance, sampling of the Company's products and services etc. in accordance with the rules of the Company, the monetary value of such perquisites being limited to ₹ 10,00,000/- per annum, for the purposes of which limit perquisites shall be valued as per the provisions of the Income-tax Act, 1961 ('IT Act') and the Rules thereunder, wherever applicable, and in absence of any such provision, perquisites shall be valued at actual cost. However, the following shall not be included in the aforesaid perquisite limit:
 - (a) Rent free accommodation owned / leased / rented by the Company, or Housing Allowance in lieu thereof, as per the rules of the Company.
 - (b) Contributions to Provident Fund and Superannuation Fund up to 27% of salary and contribution to Gratuity Fund up to 8.33% of salary, as defined in the rules of the respective Funds, or up to such other limit as may be prescribed under the IT Act and the Rules thereunder for this purpose.
 - (c) Perquisite value in terms of the IT Act and the Rules thereunder upon exercise of Options and / or Stock Appreciation Rights granted under the Company's Employee Stock Option Schemes and / or Employee Stock Appreciation Rights Scheme.
 - (d) Medical expenses for self and family as per the rules of the Company.
 - (e) Use of chauffeur driven Company car and telecommunication facilities at residence.
 - (f) Encashment of unavailed leave as per the rules of the Company.
 - (g) Costs and expenses incurred in connection with transfer / retirement as per the rules of the Company.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to Mr. Malik along with the Chairman & Managing Director and the other Wholetime Directors of the Company taken together, shall be within the limit prescribed under the Act.

Additional information in respect of Mr. Malik, including his brief resume, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided below:

Mr. Hemant Malik (57) is a Member of the Corporate Management Committee and the Divisional Chief Executive of the Foods Business Division. He completed his B.A. from Delhi University and M.B.A. from the Indian Institute of Management, Calcutta. He joined ITC in 1989 and has more than 33 years of experience.

Prior to becoming the Divisional Chief Executive of the Foods Business Division in October 2016, Mr. Malik headed the Trade Marketing & Distribution ('TM&D') Vertical. He has worked across multiple businesses including Tobacco, Lifestyle Retailing and Packaged Foods. He headed the all India Tobacco Sales function in 2001, where he contributed meaningfully to the development of the FMCG Sales Network. He assumed charge as Head of Marketing of the Foods Business in 2002. He became the Chief Operating Officer ('COO') of TM&D in 2008, where he was mandated to set up the new FMCG distribution highway. Taking over as the COO of Cigarette Brands and Supply Chain, India Tobacco Division ('ITD'), in 2012, he was elevated as the Divisional Chief Executive of ITD in 2015. He is the Chairman of the Food Processing Committee of FICCI and was a Member of the CII FMCG Committee. He neither holds directorship in any other company nor has he been a Director of any listed company.

Mr. Malik, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing his appointment as a Director of the Company has been received; he also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of industry knowledge, strategic expertise, sales & marketing and business management. He presently holds 3,43,591 Ordinary Shares in the Company; he does not hold any share in the Company on a beneficial basis for any other person.

Mr. Malik, and his relatives, are interested in this Resolution. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Mr. Malik is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board recommends this Resolution for your approval.

Item No. 10

The Members at the 107th Annual General Meeting held on 27th July, 2018 approved the appointment of Mr. Sanjiv Puri as the Managing Director of the Company for a period of five years with effect from 22nd July, 2019. Mr. Puri will complete his present term on 21st July, 2024.

The Board of Directors of the Company ('the Board') at the meeting held on 18th May, 2023, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the re-appointment of Mr. Puri as set out in the Resolution, on the following remuneration:

- (I) **Basic / Consolidated Salary** - ₹ 31,00,000/- per month, with annual increment not exceeding 7.5% of the applicable Basic / Consolidated Salary, as may be determined by the Board; Mr. Puri will be eligible to receive first such annual increment effective 1st October, 2025.
- (II) **Performance Bonus** - Not exceeding 300% of Basic / Consolidated Salary, payable annually for each financial year, as may be determined by the Board.
- (III) **Long Term Incentives** - Annual value not exceeding 0.10% of the net profits of the Company for the immediately preceding financial year [computed in accordance with Section 198 of the Companies Act, 2013 ('the Act')], as may be determined by the Board.
- (IV) **Perquisites** - In addition to the aforesaid Basic / Consolidated Salary, Performance Bonus and Long Term Incentives, Mr. Puri shall be entitled to perquisites like gas, electricity, water, furnishings, leave travel concession for self and family, club fees, personal accident insurance, sampling of the Company's products and services etc. in accordance with the rules of the Company, the monetary value of such perquisites being limited to ₹ 20,00,000/- per annum, for the purposes of which limit perquisites shall be valued as per the provisions of the Income-tax Act, 1961 ('IT Act') and the Rules thereunder, wherever applicable, and in absence of any such provision, perquisites shall be valued at actual cost. However, the following shall not be included in the aforesaid perquisite limit:
 - (a) Rent free accommodation owned / leased / rented by the Company, or Housing Allowance in lieu thereof, as per the rules of the Company.
 - (b) Contributions to Provident Fund and Superannuation Fund up to 27% of salary and contribution to Gratuity Fund up to 8.33% of salary, as defined in the rules of the respective Funds, or up to such other limit as may be prescribed under the IT Act and the Rules thereunder for this purpose.
 - (c) Perquisite value in terms of the IT Act and the Rules thereunder upon exercise of Options and / or Stock Appreciation Rights granted under the Company's Employee Stock Option Schemes and / or Employee Stock Appreciation Rights Scheme.

- (d) Medical expenses for self and family as per the rules of the Company.
- (e) Use of chauffeur driven Company car and telecommunication facilities at residence.
- (f) Encashment of unavailed leave as per the rules of the Company.
- (g) Costs and expenses incurred in connection with transfer / retirement as per the rules of the Company.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to Mr. Puri along with the Wholetime Directors of the Company taken together, shall be within the limit prescribed under the Act.

Mr. Puri, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing his re-appointment as a Director of the Company has been received.

Additional information in respect of Mr. Puri, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'. He has not been a Director of any other listed company.

Mr. Puri, and his relatives, are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

Item No. 11

The Members at the 107th Annual General Meeting held on 27th July, 2018 approved payment of remuneration by way of commission to the Non-Executive Directors of the Company, including Independent Directors, not exceeding one percent of the net profits of the Company, for each financial year, ranging between ₹ 70,00,000/- and ₹ 1,00,00,000/-, individually, for a period of five years from 1st April, 2019 to 31st March, 2024.

The Board of Directors of the Company ('the Board') at the meeting held on 18th May, 2023 recommended for the approval of the Members, payment of remuneration by way of commission to the Non-Executive Directors of the Company, in line with the current trends and commensurate with the time devoted, contribution made, and guidance & oversight provided by them, for a period of five years with effect from 1st April, 2024, as set out in the Resolution. Such commission will be paid to the Non-Executive Directors in addition to sitting fees for attending the meetings of the Board and its Committees.

Additional information in respect of the Non-Executive Directors, pursuant to the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'.

The Non-Executive Directors, and their relatives, are interested in this Resolution insofar as the same relates to their respective commission. None of the Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

Item No. 12

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions provides that entering into material transactions with a related party which, either individually or taken together with previous transaction(s) during a financial year, exceed ₹ 1,000 Crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

As the Members are aware, the Company, in order to further its business interests, enters into various transactions with its related parties, including British American Tobacco (GLP) Limited, United Kingdom ('BAT GLP'). The estimated value of transactions with BAT GLP for the financial year 2024-25 is expected to exceed the materiality threshold as stated above.

Accordingly, the Board of Directors of the Company ('the Board') at the meeting held on 18th May, 2023, on the recommendation of the Audit Committee, recommended for the approval of the Members, entering into material related party contracts / arrangements / transactions in the ordinary course of business and on arm's length basis with BAT GLP during the financial year 2024-25, as set out in the Resolution.

Other details of the transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are given hereunder:

Sl. No.	Particulars	Details of contracts / arrangements / transactions
(i)	Name of the related party	BAT GLP, a subsidiary of British American Tobacco p.l.c. (BAT PLC).
(ii)	Nature of relationship	The Company is an associate of Tobacco Manufacturers (India) Limited, which is a subsidiary of BAT PLC. By virtue of the same, BAT PLC and its subsidiaries are related parties of the Company.

Sl. No.	Particulars	Details of contracts / arrangements / transactions						
(iii)	Nature and material terms of the transaction	<table border="1"> <thead> <tr> <th>Nature of the proposed transaction</th> <th>Estimated value for the financial year 2024-25</th> </tr> </thead> <tbody> <tr> <td>Sale of unmanufactured tobacco of Indian origin (including storage / holding charges etc.)</td> <td>₹ 2,335 Crores *</td> </tr> <tr> <td>Purchase of unmanufactured tobacco of international origins</td> <td>₹ 15 Crores</td> </tr> </tbody> </table> <p>Pricing will be benchmarked to similar transactions with unrelated parties with adjustments for commercial terms, as necessary.</p> <p><i>* Contract(s) with BAT GLP are executed for supply of unmanufactured tobacco in terms of which delivery of such goods may span across multiple financial years. The value of supplies under the aforesaid contract(s) executed during the financial year 2024-25, together with outstanding transactions under contracts signed in previous years, will not exceed ₹ 2,350 Crores during the financial year 2024-25.</i></p>	Nature of the proposed transaction	Estimated value for the financial year 2024-25	Sale of unmanufactured tobacco of Indian origin (including storage / holding charges etc.)	₹ 2,335 Crores *	Purchase of unmanufactured tobacco of international origins	₹ 15 Crores
Nature of the proposed transaction	Estimated value for the financial year 2024-25							
Sale of unmanufactured tobacco of Indian origin (including storage / holding charges etc.)	₹ 2,335 Crores *							
Purchase of unmanufactured tobacco of international origins	₹ 15 Crores							
(iv)	Tenure of the transaction	Financial year 2024-25						
(v)	Nature of concern or interest	Financial						
(vi)	Value of the transaction	Up to ₹ 2,350 Crores						
(vii)	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	3.10% of the Company's annual consolidated turnover for the financial year 2022-23						
(viii)	Justification as to why the related party transaction is in the interest of the Company	<p>The Company has been engaged in development, procurement and supply of unmanufactured tobacco over the last several decades. The Company's vast experience and strategic capabilities that it has developed in this area have enabled it to become the largest exporter of unmanufactured tobacco from India. The Company has been exporting unmanufactured tobacco to BAT GLP for the past several years.</p> <p>The proposed transactions will aid the growth of the Company's business.</p>						
(ix)	Details of valuation or other external party report, if such report has been relied upon	Not applicable						
(x)	Any other information that may be relevant	Nil						

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

Members may note that pursuant to the provisions of the Listing Regulations, all related parties of the Company (whether such related party is a party to the above-mentioned transaction or not) shall not vote to approve this Resolution.

The Board recommends this Resolution for your approval.

Item Nos. 13 & 14

The Board of Directors of the Company ('the Board') at the meeting held on 17th April, 2023, on the recommendation of the Audit Committee, approved the appointment and remuneration of Messrs. ABK & Associates, Cost Accountants, to conduct audit of cost records maintained by the Company in respect of 'Wood Pulp' and 'Paper and Paperboard' products, and Messrs. S. Mahadevan & Co., Cost Accountants, to conduct audit of cost records maintained in respect of the other applicable products of the Company, including Flexibles, Soyabean Oil, Facewash, Handwash, Vegetable and Fruit wash, Floor Cleaner, Hand Sanitizer and Coffee, for the financial year 2023-24.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration of the Cost Auditors is required to be ratified by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

The Board recommends these Resolutions for your approval.

By Order of the Board
ITC Limited
R. K. Singhi
Executive Vice President &
Company Secretary

Dated : 18th May, 2023.

INSTRUCTIONS FOR ATTENDING THE AGM AND ALSO FOR E-VOTING

I. Instructions for attending the AGM through VC / OAVM

- (a) Members who wish to attend this AGM through VC / OAVM are requested to follow the steps enumerated under (II) below for login to the NSDL e-voting system.
After login, click on the '**VC / OAVM**' link appearing under '**Join Meeting**' against the Electronic Voting Event Number ('EVEN') of ITC Limited.
- (b) The facility for the Members to join this AGM through VC / OAVM will be available from 30 minutes before the time scheduled for the meeting and may close not earlier than 30 minutes after the commencement of the meeting.
- (c) Members are requested to login to the NSDL e-voting system using their laptops / desktops / tablets with stable Wi-Fi or LAN connection for better experience. Members logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.

II. 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) Launch internet browser by typing the URL: <https://eservices.nsdl.com> and click on '**Beneficial Owner**' tab under the 'IDeAS' section.
 - (b) Insert your existing user ID, password / OTP and the verification code as shown on the screen.
 - (c) After 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 Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.
- **If you are not registered for 'IDeAS'**, you are required to follow the below-mentioned steps:
 - (a) Launch internet browser by typing the URL: <https://evoting.nsdl.com> and click on '**Shareholder / Member - Login**'.
 - (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 NSDL e-services website wherein you will be able to see the e-voting page.
 - (d) Click on '**evote**' link available against ITC Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.

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) Login at www.cdslindia.com and click on '**My Easi**', or launch internet browser by typing the URL: <https://web.cdslindia.com/myeasinew/home/login>.
 - (b) Insert your existing user ID and password.
 - (c) After login, you will be able to view the e-voting menu.
 - (d) Click on '**evote**' link available against ITC Limited or '**e-voting service provider - 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 and PAN.

After OTP based authentication, you will be provided link for '**evoting**' against ITC Limited or '**e-voting service provider - NSDL**'. Click on the link 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 for e-voting.
- (b) Click on the option available for e-voting. You will be re-directed to NSDL e-services website wherein you will be able to see the e-voting page.
- (c) Click on '**evote**' link available against ITC Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.

➤ 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 are required to follow the below-mentioned steps:

- (a) Launch internet browser by typing the URL: <https://evoting.nsdl.com> and click on '**Shareholder / Member - Login**'.
- (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.	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 system for the first time, you would need to use your '**initial password**' for login, which has been communicated to you by the Company.

- (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.co.in, 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 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 through e-mail at rla.itcscrutinizer@gmail.com with a copy marked to NSDL at evoting@nsdl.co.in .
- (b) Those who become Members of the Company after sending the Notice but on or before **4th August, 2023 (cut-off date)** may write to NSDL at evoting@nsdl.co.in or to the Company at isc@itc.in requesting for user ID and password. On receipt of user ID and password, the steps under ‘Step 2: Cast your vote on NSDL e-voting website’ should be followed for casting of vote.
- (c) 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:
 - (i) Mr. Amit Vishal, Assistant Vice President, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at telephone nos. **022-4886 7000** or **022-2499 7000** or at e-mail ID AmitV@nsdl.co.in ;
 - (ii) Mr. T. K. Ghosal, Head of ISC, at telephone nos. **1800-345-8152 (toll free)** or **033-2288 6426 / 0034** or at e-mail ID tunal.ghosal@itc.in . You may also send your queries to the e-mail ID isc@itc.in .

III. Instructions for e-voting during the AGM

- (a) The procedure for e-voting during the AGM is same as mentioned under (II) above for remote e-voting.
- (b) The aforesaid facility will be available only to those Members who participate in the AGM and who do not cast their votes by remote e-voting prior to the AGM. Members who cast their votes by remote e-voting will not be entitled to cast their votes again.

General Information

- (a) There will be one vote for every DP ID & Client ID / folio number irrespective of the number of joint holders.
- (b) In case the Members require any technical assistance with respect to attending the meeting or voting during the meeting, they may contact the helpline numbers mentioned above under Clause (c) of ‘Other Instructions’ for remote e-voting.

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.co.in or call at telephone nos. **022-4886 7000** or **022-2499 7000**.
 - CDSL - e-mail at helpdesk.evoting@cdslindia.com or call at telephone no. **1800-225-533 (toll free)**.
- (c) **The Results of voting will be declared within two working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.** The declared Results, along with the Scrutinizer’s Report, will be available forthwith on the Company’s corporate website www.itcportal.com under the section ‘Investor Relations’ and on the website of NSDL; such Results will also be forwarded to the National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited, where the Company’s shares are listed.
