



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 and the Circulars issued by the Ministry of Corporate Affairs, Government of India

NOTICE IS HEREBY GIVEN that the Special Resolution set out hereunder for adoption of the new Articles of Association of the Company is 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 Special Resolution is annexed.

The Board of Directors of the Company at the meeting held on 6th November, 2020 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 applicable regulatory requirements, Members can vote only through remote e-voting, for which purpose they are requested to read carefully the instructions given in the Notes forming part of this Notice. **Remote e-voting will commence at 9.00 a.m. on Friday, 20th November, 2020 and will end at 5.00 p.m. on Saturday, 19th December, 2020**, when remote e-voting will be blocked.

Based on the Scrutinizer's Report, the Results of remote e-voting will be declared on **Monday, 21st December, 2020 at 4.00 p.m.** 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 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. 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 14 of the Companies Act, 2013, the new Articles of Association of the Company, a copy of which is available for inspection by the Members, be and is hereby adopted in substitution and supersession of the existing Articles of Association of the Company.

Resolved further that the Board of Directors of the Company be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

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

Dated : 6th November, 2020.

NOTES:

- (i) In conformity with the applicable regulatory requirements, the Postal Ballot 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, 6th November, 2020**, and who have registered their e-mail addresses with the Company or with the Depositories.

Further, Members can vote on the Special Resolution only through remote e-voting. **Remote e-voting will commence at 9.00 a.m. on Friday, 20th November, 2020 and will end at 5.00 p.m. on Saturday, 19th December, 2020**, when remote e-voting will be blocked by NSDL.

- (ii) Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on **Friday, 6th November, 2020 (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.
- (iii) The Special Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. **Saturday, 19th December, 2020**.

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

Step 1: Login to NSDL e-voting website

If you are registered for NSDL e-services 'IDEAS', you can login at <https://www.eservices.nSDL.com/> with your existing IDEAS login and click on e-voting to proceed to Step 2 to cast your vote.

If you are not registered for 'IDEAS', please follow the following steps:

- (a) Launch internet browser by typing the URL: <https://www.evoting.nSDL.com/> and click on '**Shareholder / Member – Login**'.
- (b) Insert your user ID & password on the login window and also insert 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 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 your DP ID and 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) Click on '**e-voting: Active Evoting Cycles / VC or OAVM**' and 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's e-mail ID **evoting@nsdl.co.in**.

(b) Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the Postal Ballot Notice and / or cast their votes through remote e-voting, are required to register their e-mail addresses by sending scanned copies of signed request letter mentioning their name and DP ID and Client ID / folio number through e-mail to **isc@itc.in** or by writing to the Investor Service Centre of the Company ('ISC'), 37 Jawaharlal Nehru Road, Kolkata 700 071.

Members may also write to NSDL at **evoting@nsdl.co.in** and obtain their user ID and password for remote e-voting by sending scanned copies of (i) signed request letter mentioning their name and DP ID and Client ID / folio number, (ii) share certificate (front and back) / self-attested client master or consolidated demat account statement, (iii) self-attested PAN Card, and (iv) any self-attested proof of their address (e.g. Driving License, Aadhaar Card etc.).

(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, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at telephone nos. **1800-222-990 (toll free)** or **022-2499 4360** 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 **itcpostalballot2020@itc.in**.

In case the Members require any technical assistance with respect to remote e-voting, they may contact the helpline numbers mentioned above.

(d) There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders.

EXPLANATORY STATEMENT

Annexed to the Notice dated 6th November, 2020.

The existing Articles of Association of the Company were adopted on 13th July, 1956 and are based on the provisions of the erstwhile Companies Act, 1956. Some of the Articles were amended / inserted from time to time to cater to specific requirements.

Members are aware that the regulatory provisions have since undergone comprehensive changes consequent to the Companies Act, 2013 ('the Act') being notified. Further, the Act has also been amended several times post its notification, the last such amendment having been approved in September, 2020.

It is therefore now considered prudent to amend the Articles of Association of the Company to make them consistent and aligned with the provisions of the Act and the Rules & Regulations framed thereunder, and the Secretarial Standards on Board Meetings and General Meetings, besides deletion of certain redundant Articles etc.

Accordingly, the Board of Directors of the Company ('the Board') at the meeting held on 6th November, 2020, recommended the new Articles of Association of the Company for adoption in substitution and supersession of the existing Articles of Association.

Consent of the Members by way of Special Resolution is required to such adoption of new Articles of Association in terms of the provisions of Section 14 of the Act.

The proposed Articles of Association of the Company will be available for inspection by the Members from the date of circulation of this Notice up to 19th December, 2020. Members seeking to inspect such Articles of Association can visit the Company's corporate website **www.itcportal.com** or send an e-mail to **itcpostalballot2020@itc.in**.

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
R. K. Singhi
Executive Vice President &
Company Secretary

Dated : 6th November, 2020.