



ITC Limited

CIN : L16005WB1910PLC001985

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

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NOTICE OF 114TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Hundred and Fourteenth Annual General Meeting of the Members of ITC Limited will be held on Friday, 25th July, 2025 at 10.30 a.m. (IST), through Video Conferencing / Other Audio Visual Means, for the transaction of the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2025, 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 ₹ 6.50 per Ordinary Share of ₹ 1/- each and declare Final Dividend of ₹ 7.85 per Ordinary Share for the financial year ended 31st March, 2025.
3. To appoint a Director in place of Mr. Hemant Malik (DIN: 06435812) who retires by rotation and, being eligible, offers himself for re-election.
4. To appoint a Director in place of Mr. Atul Singh (DIN: 00060943) 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 not exceeding ₹ 4,40,00,000/- (Rupees Four Crores and Forty 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 2025-26, 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, with authority to the Board of Directors of the Company to decide on such remuneration within the aforesaid amount.”

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, Mr. Shyamal Mukherjee (DIN: 03024803) be and is hereby re-appointed as a Director and also as an Independent Director of the Company with effect from 11th August, 2026 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 an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013, Messrs. S. N. Ananthasubramanian & Co., Company Secretaries (Firm Registration No. P1991MH040400), be and are hereby appointed as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five financial years commencing from the financial year 2025-26 on such remuneration as may be determined by the Board of Directors of the Company.”

8. 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) 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 2026-27.

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 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.”

9. 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 ITC Filtrona Limited (‘IFL’), a related party in terms of Regulation 2(1)(zb) of the Listing Regulations, for purchase of filter rods, tube filters etc. and sale of capsules & flavours (including conversion of filter rods and associated costs), 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 IFL, in the aggregate, does not exceed ₹ 1,100 Crores (Rupees One Thousand and One Hundred Crores only) during the financial year 2025-26.

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 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."

10. **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 (Firm Registration No. 000036), 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 2025-26 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."

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 148 of the Companies Act, 2013, the remuneration of Messrs. S. Mahadevan & Co., Cost Accountants (Firm Registration No. 000007), 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 2025-26 at ₹ 7,15,000/- (Rupees Seven Lakhs and Fifteen 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 for the financial year ended 31st March, 2025 is **Wednesday, 28th May, 2025**, and such Dividend, if declared, will be paid between **Monday, 28th July, 2025** and **Thursday, 31st July, 2025** to those Members entitled thereto.

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

Dated : 22nd May, 2025.

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 and 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, at **itcagm2025@itc.in** or 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 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), 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 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 attending the AGM and for e-voting are annexed.
- (v) **Remote e-voting will commence at 9.00 a.m. (IST) on Monday, 21st July, 2025 and will end at 5.00 p.m. (IST) on Thursday, 24th July, 2025**, when remote e-voting will be blocked by NSDL.
- (vi) Voting rights will be reckoned on the paid-up value of the shares registered in the name of the Members on **Friday, 18th July, 2025 (cut-off date)**. Only those Members whose names appear 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 with detailed information and instructions regarding tax on the Final Dividend for the financial year ended 31st March, 2025 will be sent to the Members in due course. The said communication will also be made available on the Company's corporate website **www.itcportal.com** under the section 'Investor Relations'.
- (viii) Unclaimed dividend for the financial year 2017-18 and the shares in respect of which dividend entitlements will 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, 2025, 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 under the section 'Investor Relations'. ISC will be able to entertain any claim in respect of the same only up to 26th August, 2025.

- (ix) In conformity with the Listing Regulations and the Circulars issued by the Ministry of Corporate Affairs, Government of India, the Notice of this AGM and the Report and Accounts 2025 will be sent through electronic mode to those Members who have registered their e-mail address with the Company or the Depositories; a communication providing weblinks where the aforementioned documents are available will be sent to the other Members.

Members desirous of obtaining physical copies of the said Notice and the Report and Accounts may send a request to the Company, mentioning their name and DP ID & Client ID / folio number, 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 address with the Company or the Depositories and wish to cast their votes through remote e-voting or e-voting during the AGM are required to register their e-mail address with the Company at **<https://eform.itcportal.com>** . Alternatively, Members may send a letter requesting for registration of their e-mail address, mentioning their name and DP ID & Client ID / folio number, at **isc@itc.in** or by post to ISC.
- (xi) Members who would like to express their views / ask questions / seek clarifications with respect to the agenda item(s) of the meeting may register themselves as a speaker by sending a request at **itcagm2025@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. (IST) on Monday, 21st July, 2025 will have the opportunity to express their views / ask questions / seek clarifications 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 at **itcagm2025@itc.in** 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 be available for inspection through electronic mode during the AGM, for which purpose Members are required to send a request at **itcagm2025@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 corporate website.
- (xiv) Members are advised to visit the Company's Shareholder Service Portal at **<https://eform.itcportal.com>** to avail services such as registration of e-mail address, submission of documents relating to tax exemption for dividend as well as accessing dividend details, tax deduction certificates etc.
- (xv) Members who hold shares in the certificate form and are yet to provide their KYC details (i.e., PAN, specimen signature, bank account details, postal address with pin code and mobile number) are advised to furnish the same, in the absence of which ISC will not be able to process any service request from such Members. For further details, please visit the Company's corporate website at **<https://www.itcportal.com/mandatory-furnishing>** .

EXPLANATORY STATEMENT

Annexed to the Notice convening the Hundred and Fourteenth Annual General Meeting on Friday, 25th July, 2025.

Item No. 6

The Members on 11th August, 2021 had approved the appointment of Mr. Shyamal Mukherjee as an Independent Director of the Company for a period of five years with effect from the said date, i.e. up to 10th August, 2026.

The Board of Directors of the Company ('the Board') at the meeting held on 22nd May, 2025, on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Mr. Mukherjee as an Independent Director of the Company for a period of five years, as set out in the Resolution.

Mr. Mukherjee, pursuant to Section 152 of the Companies Act, 2013 ('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. Declaration has also been received from Mr. Mukherjee that he 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').

The Committee and the Board are of the view that given the contribution to Board processes by Mr. Mukherjee and his knowledge, time commitment, experience and performance, his continued association would benefit the Company. He possesses appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. He also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of financial acumen, strategic insight, governance and stakeholder engagement. Mr. Mukherjee'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, he fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for re-appointment as an Independent Director, and he 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, Mr. Mukherjee, similar to the other Non-Executive Directors, would be entitled to remuneration by way of commission ranging between ₹ 1,00,00,000/- and ₹ 1,30,00,000/- per annum, as may be determined by the Board.

Additional information in respect of Mr. Mukherjee, 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'. There has been no change in his directorships in listed companies during the last three years. He holds 21,000 Ordinary Shares in the Company and does not hold any share in the Company on a beneficial basis for any other person.

Mr. Mukherjee 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 Special Resolution for your approval.

Item No. 7

The Board of Directors of the Company ('the Board') at the meeting held on 22nd May, 2025, on the recommendation of the Audit Committee, approved, subject to the approval of the Members, the appointment of Messrs. S. N. Ananthasubramanian & Co., Company Secretaries ('SNA'), as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five financial years commencing from the financial year 2025-26.

SNA, a peer reviewed firm, was established in 1991 by Mr. S. N. Ananthasubramanian who has over four decades of professional experience; the partnership firm has a team of experienced and qualified company secretaries led by five partners. SNA have been the Secretarial Auditors of the Company since the financial year 2022-23.

SNA were considered to be best suited for appointment as the Secretarial Auditors of the Company, in view of their market standing, clientele served, audit competence, technical knowledge & proficiency, and profile & experience of the firm and its partners, besides their earlier audit experience in the Company.

The remuneration to be paid to SNA for conduct of such audit for the financial year 2025-26 has been determined by the Board at ₹ 3,50,000/- (Rupees Three Lakhs and Fifty Thousand only), plus goods and services tax as applicable and reimbursement of out-of-pocket expenses incurred.

SNA have given their consent to act as the Secretarial Auditors of the Company and have also confirmed compliance with the conditions prescribed under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the SEBI Circular dated 31st December, 2024.

In terms of Regulation 24A of the Listing Regulations, Secretarial Auditors are now required to be appointed for a period of five years with the approval of the Members of the Company.

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

The Board recommends this Ordinary Resolution for your approval.

Item Nos. 8 & 9

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'), and ITC Filtrona Limited, India ('IFL'). The estimated value of transactions with BAT GLP during financial year ('FY') 2026-27 and with IFL during FY 2025-26 are expected to exceed the aforementioned materiality threshold.

Accordingly, the Board of Directors of the Company ('the Board') at the meeting held on 22nd May, 2025, on the recommendation of the Audit Committee, recommended for the approval of the Members, entering into material contracts / arrangements / transactions in the ordinary course of business and on arm's length basis with BAT GLP during FY 2026-27 and IFL during FY 2025-26, as set out in the respective Resolution.

Details of these transactions, pursuant to the SEBI Master Circular dated 11th November, 2024, are given hereunder:

| Sl. No. | Particulars | Details of contracts / arrangements / transactions with | | | |
|---------|--|---|--|---|--|
| | | BAT GLP | | IFL | |
| (i) | Name of the related party | BAT GLP, a subsidiary of British American Tobacco p.l.c., United Kingdom ('BAT PLC'). | | IFL. | |
| (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. | | IFL is a joint venture of Gold Flake Corporation Limited ('GFCL'), a wholly owned subsidiary of the Company. | |
| (iii) | Nature and material terms of the transaction | | | | |
| | | Nature of the proposed transaction | Estimated maximum value for FY 2026-27 | Nature of the proposed transaction | Estimated maximum value for FY 2025-26 |
| | | Sale of unmanufactured tobacco of Indian origin (including storage / holding charges) | ₹ 2,320 Crores | Purchase of filter rods, tube filters etc. (including conversion of filter rods) | ₹ 975 Crores |
| | | Purchase of unmanufactured tobacco of international origins | ₹ 30 Crores | Sale of capsules & flavours (including associated costs) | ₹ 125 Crores |
| | | Pricing will be benchmarked to similar transactions with unrelated parties with adjustments for commercial terms, as necessary. 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 FY 2026-27, together with outstanding transactions under contracts signed in previous years, will not exceed ₹ 2,350 Crores during FY 2026-27. | | Pricing will be benchmarked to similar transactions with unrelated parties with adjustments for commercial terms, as necessary. | |
| (iv) | Value of the transaction | Up to ₹ 2,350 Crores | | Up to ₹ 1,100 Crores | |
| (v) | Tenure of the transaction | FY 2026-27 | | FY 2025-26 | |
| (vi) | Nature of concern or interest | Financial | | | |

| Sl. No. | Particulars | Details of contracts / arrangements / transactions with | |
|---------|--|---|--|
| | | BAT GLP | IFL |
| (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 | 2.9% of the Company's annual consolidated turnover for FY 2024-25 | 1.4% of the Company's annual consolidated turnover for FY 2024-25 |
| (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> | <p>IFL is a joint venture of GFCL with Filtrona Products International Limited, United Kingdom, the world leader in filter design and development. IFL is a pioneer in filter technology and a market leader in the country, having two state-of-the-art manufacturing units in Bengaluru.</p> <p>For the purpose of manufacturing cigarettes, the Company purchases various types of filter rods from IFL. The Company also has an arrangement for contract manufacture of filter rods with IFL. Besides, the Company supplies capsules & flavours which are used in the manufacture of filter rods by IFL.</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 | None | |
| (x) | Any other information that may be relevant | None | |

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

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 transactions or not) shall not vote to approve these Resolutions.

The Board recommends these Ordinary Resolutions for your approval.

Item Nos. 10 & 11

The Board of Directors of the Company ('the Board') at the meeting held on 17th April, 2025, 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 Antiseptic Liquid, Flexibles, Soyabean Oil, Facewash, Handwash, Vegetable and Fruit wash, Floor Cleaner, Hand Sanitizer and Coffee, for the financial year 2025-26.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration of 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 Ordinary Resolutions for your approval.

By Order of the Board

ITC Limited

R. K. Singhi

Executive Vice President &

Company Secretary

Dated : 22nd May, 2025.

INSTRUCTIONS FOR ATTENDING THE AGM AND FOR E-VOTING





I. Instructions for attending the AGM through VC / OAVM

- (a) Members who wish to attend this AGM are requested to follow the steps enumerated under (II) for login to the NSDL e-voting website.
- 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 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 website 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:

| Type of Member | Login Method |
|---|--|
| For Members holding shares in demat account with NSDL | If you are registered for 'IDeAS' <ol style="list-style-type: none"> Launch internet browser by typing the URL: https://eservices.nsdl.com and click on 'Beneficial Owner' tab under the 'IDeAS' section. Insert your existing user ID, password and the verification code as shown on the screen. After OTP based authentication and login, click on 'Access to e-voting' under value added services and you will be able to view the e-voting page. 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' <ol style="list-style-type: none"> Launch internet browser by typing the URL: https://evoting.nsdl.com and click on 'Login' tab under the 'Shareholder / Member' section. 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. After authentication, you will be re-directed to NSDL e-services website wherein you will be able to view the e-voting page. Click on 'evote' link available against ITC Limited or 'e-voting service provider - NSDL' and proceed to Step 2 to cast your vote. <p>You may also download the NSDL Mobile App 'NSDL Speede' by scanning the following QR code, for e-voting:</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div> |

| Type of Member | Login Method |
|---|---|
| For Members holding shares in demat account with Central Depository Services (India) Limited ('CDSL') | <p>If you are registered for 'Easi / Easiest'</p> <p>(a) Login at www.cdslindia.com by clicking on 'My Easi New (Token)' or launch internet browser by typing the URL: https://web.cdslindia.com/myeasitoken/home/login.</p> <p>(b) Insert your existing username and password.</p> <p>(c) After OTP based authentication and login, you will be able to view the e-voting menu.</p> <p>(d) Click on 'evote' link available against ITC Limited or 'e-voting service provider - NSDL' and proceed to Step 2 to cast your vote.</p> <p>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.</p> <p>After OTP based authentication and login, 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.</p> |
| For Members logging in through the websites of their Depository Participants | <p>(a) Login to your demat account, using the login credentials, through the concerned Depository Participant registered with NSDL / CDSL.</p> <p>(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 view the e-voting page.</p> <p>(c) Click on 'evote' link available against ITC Limited or 'e-voting service provider - NSDL' and proceed to Step 2 to cast your vote.</p> |

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 certificate form, are required to follow the below-mentioned steps:

- Launch internet browser by typing the URL: <https://evoting.nsdl.com> and click on 'Login' tab under the 'Shareholder / Member' section.
- Insert your 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:**

- 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.
- 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 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.com**, mentioning your name, PAN, registered address and your 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 at **rla.itcscrutinizer@gmail.com** with a copy marked to NSDL at **evoting@nsdl.com**.
- (b) Those who become Members of the Company after sending the Notice but on or before **18th July, 2025 (cut-off date)** may write to NSDL at **evoting@nsdl.com** 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, 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) 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 at **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) 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 AGM or e-voting during the meeting, they may contact the helpline numbers mentioned above.

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:

| | |
|-----------------------|---|
| Shares held with NSDL | e-mail at evoting@nsdl.com or call at telephone no. 022-4886 7000 |
| Shares held with CDSL | e-mail at helpdesk.evoting@cdslindia.com or call at telephone no. 1800-21-09911 (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.
