ITC Limited
Virginia House
37 J. L. Nehru Road
Kolkata 700 071, India
Tel. : 91 33 2288 9371
Fax : 91 33 2288 4016 / 1256 / 2259 / 2260

Enduring Value

26th June, 2018

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C-1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

The General Manager
Dept. of Corporate Services
BSE Limited
1st floor, New Trading Ring
Rotunda Building
P. J. Towers
Dalal Street, Fort
Mumbai 400 001

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata 700 001

Dear Sirs,

Notice of the 107th Annual General Meeting

We enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, a copy of the Notice dated 16th May, 2018 convening the 107th Annual General Meeting of the Company on 27th July, 2018 at Kolkata.

Yours faithfully,
ITC Limited

(R. K. Singhi)
Executive Vice President &
Company Secretary

Encl. as above.



cc: Securities Exchange Commission
Division of Corporate Finance
Office of International Corporate Finance
Mail Stop 3-9
450 Fifth Street
Washington DC 20549
U.S.A.

cc: Societe de la Bourse de Luxembourg
35A Boulevard Joseph II
L-1840 Luxembourg

Enduring Value

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

NOTICE OF 107TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Hundred and Seventh Annual General Meeting of the Members of ITC Limited will be held at Science City, Main Auditorium, JBS Haldane Avenue, Kolkata 700 046, on Friday, the 27th day of July, 2018, at 10.00 a.m. 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, 2018, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.

2. To declare dividend for the financial year ended 31st March, 2018.

3. To appoint a Director in place of Mr. Nakul Anand (DIN: 00022279) who retires by rotation and, being eligible, offers himself for re-election.

4. To appoint a Director in place of Mr. Sanjiv Puri (DIN: 00280529) 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 Sections 139 and 142 of the Companies Act, 2013, or any amendment thereto or modification thereof, the appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 302009E), as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Hundred and Eighth Annual General Meeting be and is hereby ratified, and remuneration of ₹ 2,95,00,000/- to Messrs. Deloitte Haskins & Sells to conduct the audit for the financial year 2018-19 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 an Ordinary Resolution:-

"Resolved that, in accordance with the provisions of Section 152 of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr. John Pulinthanam (DIN: 07881040) be and is hereby appointed a Director of the Company, liable to retire by rotation, for a period of three years from the date of this Meeting, or till such earlier date upon withdrawal by the recommending Public Financial Institution or 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."

7. 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 203 of the Companies Act, 2013, or any amendment thereto or modification thereof, this Meeting hereby approves the re-designation of Mr. Sanjiv Puri (DIN: 00280529) as Managing Director of the Company with effect from 16th May, 2018 on the existing terms and conditions."

8. 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, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Sanjiv Puri (DIN: 00280529) as a Director, not liable to retire by rotation, and also as Managing Director of the Company for a period of five years with effect from 22nd July, 2019, 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."

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, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Nakul Anand (DIN: 00022279) as a Director, liable to retire by rotation, and also as Wholetime Director of the Company for a period of two years with effect from 3rd January, 2019, 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 and 197 of the Companies Act, 2013, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Rajiv Tandon (DIN: 00042227) as a Director, liable to retire by rotation, and also as Wholetime Director of the Company for a period of two years with effect from 22nd July, 2019, 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 a Special Resolution:-

"Resolved that, in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the remuneration and benefits (apart from the remuneration as applicable to the other Non-Executive Directors of the Company) payable to Mr. Yogesh Chander Deveshwar (DIN: 00044171) as Chairman of the Company for the period from 1st April, 2019 to 4th February, 2020, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby approved."

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

"Resolved that, in accordance with the provisions of Section 152 of the Companies Act, 2013, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Yogesh Chander Deveshwar (DIN: 00044171) as Non-Executive Director, not liable to retire by rotation, and Chairman of the Company for the period from 5th February, 2020 to 3rd February, 2022."

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

"Resolved that, in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for Mr. Sahibzada Syed Habib-ur-Rehman (DIN: 00050862) to continue as an Independent Director of the Company from 20th March, 2019 till the completion of his present term i.e. up to 14th September, 2019."

14. 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 Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Shilabhadra Banerjee (DIN: 02922331) as an Independent Director of the Company for a period of five years with effect from 30th July, 2019, 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."

15. 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, or any amendment thereto or modification thereof, the Non-Executive Directors of the Company be paid annually, for a period not exceeding five years, for each of the financial years commencing from 1st April, 2019, commission ranging between ₹ 70,00,000/- and ₹ 1,00,00,000/-, individually, as the Board of Directors of the Company ('the Board') may determine based on performance and guidelines framed by the Board for this purpose, in addition to the fees for attending the meetings of the Board and its Committees, provided however that the aggregate remuneration, including commission, paid to such Directors in a financial year shall not exceed one percent of the net profits of the Company in terms of Section 197 of the Act, and computed in the manner referred to in Section 198 of the Act."

16. 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, or any amendment thereto or modification thereof, the remuneration of Mr. P. Raju Iyer, Cost Accountant, appointed by the Board of Directors of the Company as the Cost Auditor to conduct audit of Cost Records maintained by the Company in respect of 'Paper and Paperboard' and 'Nicotine Gum' products for the financial year 2018-19, at ₹ 4,50,000/- plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified."

17. 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, or any amendment thereto or modification thereof, the remuneration of Messrs. Shome & Banerjee, 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 'Paper and Paperboard' and 'Nicotine Gum' products, for the financial year 2018-19, at ₹ 5,75,000/- plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified."

The Register of Members of the Company will remain closed from Tuesday, 29th May, 2018 to Thursday, 31st May, 2018, both days inclusive. Share Transfers received in order at the Investor Service Centre of the Company, 37 Jawaharlal Nehru Road, Kolkata 700 071 by 5.30 p.m. on Monday, 28th May, 2018 will be processed for payment of dividend, if declared, to the transferees or to their mandatees, and the dividend, if declared, will be paid on Tuesday, 31st July, 2018 to those Members entitled thereto and whose names will appear in the Register of Members of the Company on 31st May, 2018, or to their mandatees, subject however to the provisions of Section 126 of the Companies Act, 2013. In respect of dematerialised shares, the dividend will be paid on the basis of beneficial ownership as on 28th May, 2018, as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

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

Dated : 16th May, 2018.

NOTES:

(i) **A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.**

Proxies, in order to be effective, must be received at the Investor Service Centre of the Company ('ISC'), 37 Jawaharlal Nehru Road, Kolkata 700 071, not less than forty-eight hours before the commencement of the AGM i.e. by 10.00 a.m. on 25th July, 2018.

Corporate Members are required to send to ISC a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representatives to attend and vote at the AGM.

(ii) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed.

(iii) Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.

(iv) In terms of Section 108 of the Companies Act, 2013 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 (facility to cast vote from a place other than the venue of the AGM) and also e-voting at the AGM venue, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of NSDL. The Board has appointed Mr. R. L. Auddy, Senior Solicitor and Partner, Messrs. Sandersons & Morgans, Advocates & Solicitors, as the Scrutinizer for this purpose.

(v) The facility for e-voting will be available at the AGM venue to those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting, may attend the AGM but will not be entitled to cast their votes once again.

(vi) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **20th July, 2018 (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 at the AGM venue. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.

(vii) Unclaimed dividend for the financial year ended 31st March, 2011 and the corresponding Ordinary Shares of the Company 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 4th September, 2018, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Details of such unclaimed dividend and corresponding shares are available on the Company's corporate website **www.itcportal.com** under the section 'Investor Relations'. In respect of the said dividend and shares, it will not be possible to entertain any claim by ISC after 3rd September, 2018.

(viii) Members may visit the Company's corporate website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Executive Vice President & Company Secretary at the Registered Office of the Company.

(ix) Members are required to bring their admission slips to the AGM. It will not be possible to provide duplicate admission slips or copies of the Report and Accounts at the AGM venue.

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

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

(a) Open the e-mail and the PDF file viz. **'ITC e-voting.pdf'** with your Client ID No. or Registered Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.

(b) Launch internet browser by typing the URL: **https://www.evoting.nsdl.com** and click on **'Shareholder – Login'**.

(c) Insert user ID and password as initial password stated in (a) above. Click on **'Login'**.

(d) Password change menu appears. Change the password with a new password of your choice with minimum 8 digits / characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.

(e) Home page of remote e-voting opens. Click on **'e-voting: Active Evoting Cycles'** and select the Electronic Voting Event Number (EVEN) of ITC Limited.

(f) Now you are ready for remote e-voting as **'Cast Vote'** page opens.

(g) Cast your vote by selecting appropriate option and click on **'Submit'**. Thereafter click on **'Confirm'** when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.

(h) Thereafter the message **'Vote cast successfully'** will be displayed.

(i) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the Scrutinizer through e-mail at **rla.itcscrutinizer@gmail.com** with a copy marked to NSDL's e-mail ID **evoting@nsdl.co.in**.

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

(a) User ID and initial password are provided in the admission slip for the AGM.

(b) Please follow the steps from Sl. Nos. (b) to (i) mentioned in (I) above, to cast your vote.

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

IV. Those who become Members of the Company after despatch of the Notice but on or before **20th July, 2018 (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 from Sl. Nos. (b) to (i) mentioned in (I) above should be followed for casting of vote.

V. In case of any query / grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website **www.evoting.nsdl.com** or contact:

(a) Mr. Amit Vishal, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th 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**;

(b) Mr. A. Bose, Head of ISC, at telephone nos. **1800-345-8152 (toll free)** or **033-2288 6426 / 0034** or at e-mail ID **arun.bose@itc.in**.

You may also send your queries to the e-mail ID **isc@itc.in**.

VI. **Remote e-voting will commence at 9.00 a.m. on 23rd July, 2018 and will end at 5.00 p.m. on 26th July, 2018**, when remote e-voting will be blocked by NSDL.

VII. **General Information**

(a) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.

(b) **The Results of voting will be declared within 48 hours 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.

EXPLANATORY STATEMENT

Annexed to the Notice convening the Hundred and Seventh Annual General Meeting to be held on Friday, 27th July, 2018.

Item No. 6

The Board of Directors of the Company ('the Board') at the meeting held on 16th May, 2018, on the recommendation of the Nomination & Compensation Committee ('the Committee'), appointed in terms of Section 161 of the Companies Act, 2013 ('the Act'), Mr. John Pulinthanam as Additional Non-Executive Director of the Company with effect from the said date, as representative of the General Insurers' (Public Sector) Association of India.

Mr. Pulinthanam will vacate office at this Annual General Meeting. The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Mr. Pulinthanam as a Non-Executive Director of the Company as set out in the Resolution relating to his appointment.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Pulinthanam has been received by the Company, and consent has been filed by Mr. Pulinthanam pursuant to Section 152 of the Act.

Additional information in respect of Mr. Pulinthanam, 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'. Mr. Pulinthanam does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Mr. Pulinthanam 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. Mr. Pulinthanam is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board recommends this Resolution for your approval.

Item Nos. 7 & 8

The Members at the 105th Annual General Meeting held on 22nd July, 2016 approved the appointment of Mr. Sanjiv Puri as Wholetime Director of the Company with effect from 6th December, 2015. Mr. Puri will complete his present term on 21st July, 2019. Mr. Puri was appointed by the Board of Directors of the Company ('the Board') also as Chief Executive Officer with effect from 5th February, 2017, to take independent charge of the executive leadership of the Company.

On the recommendation of the Nomination & Compensation Committee ('the Committee') and subject to the approval of the Members, the Board at the meeting held on 16th May, 2018, re-designated Mr. Puri as Managing Director of the Company with effect from the said date on the existing terms and conditions.

The Board at the aforesaid meeting, on the recommendation of the Committee, also recommended for the approval of the Members, the re-appointment of Mr. Puri as a Director, and as Managing Director of the Company, as set out in the Resolution relating to his re-appointment, on the following remuneration:-

(I) **Basic / Consolidated Salary** – ₹ 15,00,000/- per month.

(II) **Performance Bonus** – Not exceeding 300% of Basic / Consolidated Salary, payable annually for each financial year, as may be determined by the Board.

(III) **Perquisites** – In addition to the aforesaid Basic / Consolidated Salary and Performance Bonus, 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 ₹ 15,00,000/- per annum, for the purposes of which limit perquisites shall be valued as per the provisions of the Income-tax 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 Income-tax Act and the Rules thereunder for this purpose.

(c) Perquisite value in terms of the Income-tax Act and the Rules thereunder upon exercise of Options granted under the Company's Employee Stock Option Schemes.

(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 (including payment for local calls and long distance official calls).

(f) Encashment of unavailed leave as per the rules of the Company at the time of retirement / cessation of service.

(g) Long service award as per the rules of the Company.

(h) Costs and expenses incurred by the Company in connection with joining / 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 the Managing Director and the other Wholetime Directors of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Puri has been received by the Company, and consent has been filed by Mr. Puri pursuant to Section 152 of the Act.

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'.

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

The Board recommends these Resolutions for your approval.

Item Nos. 9 & 10

The Members at the 103rd Annual General Meeting ('AGM') held on 30th July, 2014 approved the re-appointment of Mr. Nakul Anand as Wholetime Director of the Company with effect from 3rd January, 2014. Further, the Members at the 105th AGM held on 22nd July, 2016 approved the appointment of Mr. Rajiv Tandon as Wholetime Director of the Company with effect from 22nd January, 2016. Messrs. Anand and Tandon will complete their present terms on 2nd January, 2019 and 21st July, 2019, respectively.

The Board of Directors of the Company ('the Board') at the meeting held on 16th May, 2018, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the re-appointment of Messrs. Anand and Tandon as Directors, and also as Wholetime Directors of the Company, as set out in the respective Resolutions relating to their re-appointment, on the following remuneration, individually:-

(I) **Basic / Consolidated Salary** – ₹ 10,00,000/- 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) **Perquisites** – In addition to the aforesaid Basic / Consolidated Salary and Performance Bonus, Messrs. Anand and Tandon shall each 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 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 Income-tax Act and the Rules thereunder for this purpose.

(c) Perquisite value in terms of the Income-tax Act and the Rules thereunder upon exercise of Options granted under the Company's Employee Stock Option Schemes.

(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 (including payment for local calls and long distance official calls).

(f) Encashment of unavailed leave as per the rules of the Company at the time of retirement / cessation of service.

(g) Long service award as per the rules of the Company.

(h) Costs and expenses incurred by the Company in connection with joining / 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 the Managing Director and the other Wholetime Directors of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

Requisite Notices under Section 160 of the Act proposing the re-appointment of Messrs. Anand and Tandon have been received by the Company, and consents have been filed by Messrs. Anand and Tandon pursuant to Section 152 of the Act.

Additional information in respect of Messrs. Anand and Tandon, 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'.

Messrs. Anand and Tandon, and their relatives, are interested in the 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 Resolutions.

The Board recommends these Resolutions for your approval.

Item Nos. 11 & 12

It may be recalled that Mr. Yogesh Chander Deveshwar, at the request of the Nomination & Compensation Committee ('the Committee') and the Board of Directors of the Company ('the Board'), recognising the need for orderly transition in a company of ITC's size and complexity, had agreed to continue as Chairman in non-executive capacity and also play the role of Mentor to the executive management. Consequently, the Members at the 105th Annual General Meeting ('AGM') held on 22nd July, 2016 approved the appointment of Mr. Deveshwar as Chairman and Non-Executive Director of the Company for a period of three years with effect from 5th February, 2017.

The Members at the 106th AGM held on 28th July, 2017 approved additional remuneration and benefits for Mr. Deveshwar for the aforesaid period, taking into account his enlarged role to provide guidance and mentorship to the executive management and for facilitating seamless migration to the new Governance structure of the Company.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required every year, if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Your approval is therefore once again sought for the additional remuneration and benefits, apart from the remuneration as applicable to the other Non-Executive Directors of the Company, payble to Mr. Deveshwar for the period from 1st April, 2019 to 4th February, 2020, as provided below, and as already approved by the Members at the 106th AGM:

(a) Monthly remuneration of ₹ 1 crore, aggregating ₹ 10.14 crores for the aforesaid period.

(b) Rent free furnished accommodation owned / leased / rented by the Company.

(c) Medical expenses for self and spouse.

(d) Use of chauffeur driven Company car for personal use.

Further, given the increasing size and complexity of the organisation, the Committee and the Board are of the view that it would be in the best interest of the Company for Mr. Deveshwar to continue in his capacity as Chairman for some more time. Accordingly, the Board at the meeting held on 16th May, 2018, on the recommendation of the Committee, recommended for the approval of the Members, the re-appointment of Mr. Deveshwar as Chairman and Non-Executive Director of the Company for the period from 5th February, 2020 to 3rd February, 2022, as set out in the Resolution relating to his re-appointment.

In addition to coverage under Personal Accident Insurance and sitting fees for attending the meetings of the Board and its Committees, Mr. Deveshwar would be entitled to remuneration by way of commission, as covered in the proposed Resolution under Item No. 15 and as may be determined by the Board. Additional remuneration and benefits for Mr. Deveshwar as Chairman of the Company, during the proposed term of his re-appointment, will be placed before the Members for their approval.

Requisite Notice under Section 160 of the Companies Act, 2013 ('the Act') proposing the re-appointment of Mr. Deveshwar has been received by the Company, and consent has been filed by Mr. Deveshwar pursuant to Section 152 of the Act.

Additional information in respect of Mr. Deveshwar, 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'. Mr. Deveshwar holds 10,15,000 shares in the Company; he does not hold any share in the Company on a beneficial basis for any other person.

Mr. Deveshwar and his relatives are interested in these Resolutions. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

The Board recommends these Resolutions for your approval.

Item No. 13

The Members of the Company on 12th September, 2014 approved the appointment of Mr. Sahibzada Syed Habib-ur-Rehman as an Independent Director of the Company for a period of five years with effect from 15th September, 2014. Mr. Rehman will complete his present term on 14th September, 2019.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy five years. Mr. Rehman will attain the age of seventy five years on 20th March, 2019.

The Nomination & Compensation Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mr. Rehman's counsel and advice, especially in the hotels & tourism sector, it would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the Members. Accordingly, the Board at the meeting held on 16th May, 2018, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mr. Rehman as an Independent Director of the Company from the day he attains the age of seventy five years i.e. 20th March, 2019, till the completion of his present term i.e. up to 14th September, 2019, on the existing terms and conditions.

Mr. Rehman and his relatives are interested in this Special Resolution. None of the other 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.

Item No. 14

The Members at the 103rd Annual General Meeting held on 30th July, 2014 approved the appointment of Mr. Shilabhadra Banerjee as an Independent Director of the Company for a period of five years with effect from the said date. Mr. Banerjee will complete his present term on 29th July, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 16th May, 2018, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the re-appointment of Mr. Banerjee as an Independent Director of the Company with effect from 30th July, 2019, in terms of Section 149 read with Schedule IV 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 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Mr. Banerjee would benefit the Company, given the knowledge, experience and performance of Mr. Banerjee, and contribution to Board processes by him. Declaration has been received from Mr. Banerjee 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 Listing Regulations 2015. In the opinion of the Board, Mr. Banerjee fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company. In addition to coverage under Personal Accident Insurance and sitting fees for attending the meetings of the Board and its Committees, Mr. Banerjee would be entitled to remuneration by way of commission, as covered in the proposed Resolution under Item No. 15 and as may be determined by the Board.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Banerjee, in terms of Section 149 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. During the proposed term of re-appointment, Mr. Banerjee will attain the age of seventy five years on 27th October, 2023. This Special Resolution, once passed, shall also be deemed as your approval under the aforesaid Regulations, for continuation of Mr. Banerjee as an Independent Director beyond the age of seventy five years.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Banerjee has been received by the Company, and consent has been filed by Mr. Banerjee pursuant to Section 152 of the Act.

Additional information in respect of Mr. Banerjee, pursuant to the Listing 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'. Mr. Banerjee does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Mr. Banerjee and his relatives are interested in this Special Resolution. None of the other 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.

Item No. 15

The Members at the 105th Annual General Meeting held on 22nd July, 2016 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 ₹ 30,00,000/- and ₹ 60,00,000/-, individually, for a period of three years from 1st April, 2016 to 31st March, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 16th May, 2018, 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 and the contribution made by them, for a period not exceeding five years with effect from 1st April, 2019, as set out in the Resolution.

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 Nos. 16 & 17

The Board of Directors of the Company ('the Board') at the meeting held on 13th April, 2018, on the recommendation of the Audit Committee, approved the appointment and remuneration of Mr. P. Raju Iyer, Cost Accountant, to conduct audit of Cost Records maintained by the Company in respect of 'Paper and Paperboard' and 'Nicotine Gum' products, and Messrs. Shome & Banerjee, Cost Accountants, to conduct audit of Cost Records maintained in respect of the other applicable products of the Company viz. Flexibles, Soyabean Oil, Facewash, Handwash, Hand Sanitizer, Coffee, Milk Powder etc., for the financial year 2018-19.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration of the Cost Auditors needs ratification by the Members of the Company.

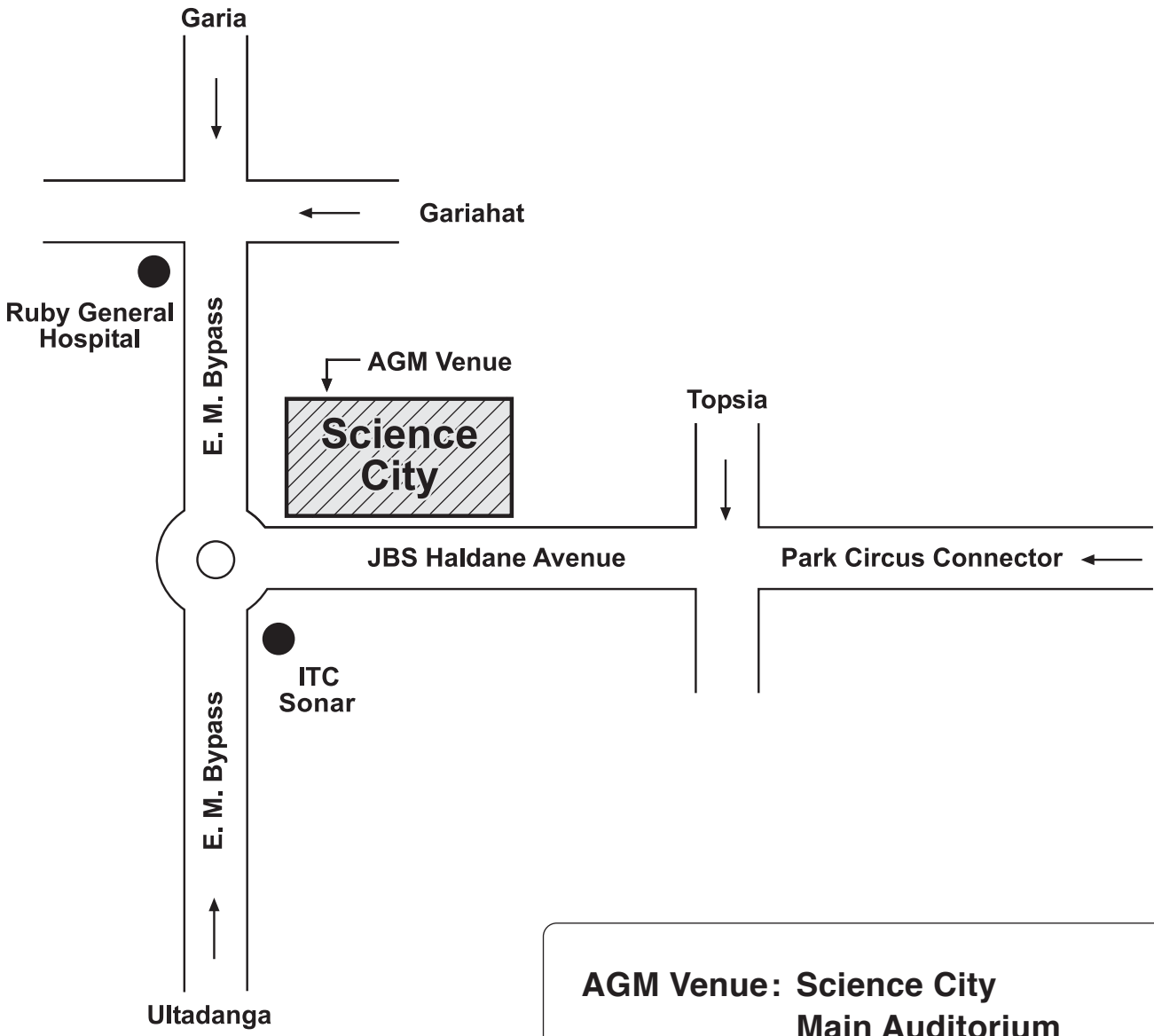
None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

The Board recommends these Resolutions for your approval.

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

Dated : 16th May, 2018.

Route Map of the AGM Venue



AGM Venue: Science City
Main Auditorium
JBS Haldane Avenue
Kolkata 700 046