



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

8th August, 2014

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

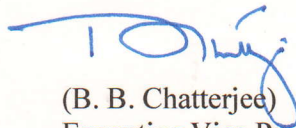
The General Manager
Dept. of Corporate Services
BSE Limited
1st floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal Street, Fort
Mumbai 400 001

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

Dear Sirs,

We enclose three copies of the Postal Ballot Notice dated 1st August, 2014 together with Explanatory Statement, seeking approval of Members of the Company for appointment of Independent Directors in terms of Section 149 of the Companies Act, 2013, by means of Postal Ballot and Electronic Voting. A specimen Postal Ballot Form is also enclosed.

Yours faithfully,
ITC Limited


(B. B. Chatterjee)
Executive Vice President &
Company Secretary

Encl. as above.



cc: Securities Exchange Commission - One copy of the Postal Ballot Notice
Division of Corporate Finance is enclosed.
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 - One copy of the Postal Ballot Notice
35A Boulevard Joseph II is enclosed.
L – 1840 Luxembourg

NOO & 1st copy

cc: Ms. Marie Boden / Ms. Pia Weber - For submission to Luxembourg Stock Exchange.
Corporate Trust Services Luxembourg
Transaction Management and Listing
BNP Paribas Securities Services,
Luxembourg Branch
33, rue de Gasperich
L-5826 Hesperange
Luxembourg



ITC Limited

CIN : L16005WB1910PLC001985

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

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

TO THE MEMBERS OF THE COMPANY

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

NOTICE IS HEREBY GIVEN that the Resolutions set out hereunder for appointment of Independent Directors of the Company in terms of Section 149 of the Companies Act, 2013 ('the Act') are proposed to be passed by means of Postal Ballot and Electronic Voting (e-voting). The Explanatory Statement pursuant to Section 102 of the Act relating to the Resolutions is annexed.

The Board of Directors of your Company at the meeting held on 30th July, 2014 have appointed Mr. R. L. Auddy, Senior Solicitor and Partner, Messrs. Sandersons & Morgans, Advocates & Solicitors, as the Scrutinizer for conducting the Postal Ballot and e-voting process.

Please read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on Tuesday, 9th September, 2014. You have the option to vote either by Postal Ballot or through e-voting, the detailed procedure for which is set out in the Postal Ballot Form.

Based on the Scrutinizer's Report to the Chairman of the Company, the Results of the Postal Ballot and e-voting will be declared on Friday, 12th September, 2014 at 4.00 p.m. at the Registered Office of the Company. Such Results, alongwith the Scrutinizer's Report, will be available on the Company's corporate website www.itcportal.com under the section 'Investor Relations' and will be forwarded to the Stock Exchanges where the Company's shares are listed. National Securities Depository Limited (NSDL), engaged by the Company for facilitating e-voting, will also display these Results on its website.

SPECIAL BUSINESS

1. To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution: -

"Resolved that, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr. Anil Baijal be and is hereby appointed an Independent Director of the Company for a period of five years from 15th September, 2014, 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."

2. To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution: -

"Resolved that, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr. Arun Duggal be and is hereby appointed an Independent Director of the Company for a period of five years from 15th September, 2014, 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."

3. To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution: -

"Resolved that, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr. Serajul Haq Khan be and is hereby appointed an Independent Director of the Company for a period of three years from 15th September, 2014, 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."

4. To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution: -

"Resolved that, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr. Sunil Behari Mathur be and is hereby appointed an Independent Director of the Company for a period of five years from 15th September, 2014, 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."

5. To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution: -

"Resolved that, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr. Pillappakkam Bahukutumbi Ramanujam be and is hereby appointed an Independent Director of the Company for a period of five years from 15th September, 2014, 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."

6. To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution: -

"Resolved that, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr. Sahibzada Syed Habib-ur-Rehman be and is hereby appointed an Independent Director of the Company for a period of five years from 15th September, 2014, 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 which will be proposed as an Ordinary Resolution: -

"Resolved that, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof, Ms. Meera Shankar be and is hereby appointed an Independent Director of the Company for a period of five years from 15th September, 2014, 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."

By Order of the Board

ITC Limited

B. B. Chatterjee

Executive Vice President &

Company Secretary

Dated : 1st August, 2014.

EXPLANATORY STATEMENT

Annexed to the Notice dated 1st August, 2014.

The Board of Directors of the Company ("the Board") at the meeting held on 30th July, 2014, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the appointment of Messrs. A. Baijal, A. Duggal, S. H. Khan, S. B. Mathur, P. B. Ramanujam & S. S. H. Rehman and Ms. M. Shankar, as Independent Directors of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof, as set out in the Resolutions relating to their respective appointment.

Messrs. Baijal, Khan, Mathur, Ramanujam & Rehman and Ms. Shankar are presently on the Board as Independent Directors, but were not specifically appointed under Section 149 of the Act. General Circular No. 14/2014 dated 9th June, 2014 of the Ministry of Corporate Affairs requires that the appointment of Independent Directors is to be made expressly under the provisions of Section 149 of the Act.

In the view of your Board, the continued association of Messrs. Baijal, Khan, Mathur, Ramanujam & Rehman and Ms. Shankar with the Company as Independent Directors, and the rich experience they bring with them, as well as the induction of Mr. Duggal as Independent Director, would benefit the Company. Declarations have been received from the aforesaid Directors that they meet the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of your Board, the aforesaid Directors fulfil the conditions specified in the Act and the Rules thereunder for their appointment as Independent Directors and that they are independent of the management of the Company. In addition to coverage under Personal Accident Insurance and sitting fees for attending meetings of the Board and Committees thereof, the aforesaid Directors are entitled to remuneration, individually, by way of commission ranging between ₹12 lakhs and ₹ 20 lakhs for each financial year, as approved by the Members on 26th July, 2013, and as may be determined by the Board. Presently, such Members' approval covers the period up to 31st March, 2016.

Brief resume of Messrs. Baijal, Duggal, Khan, Mathur, Ramanujam & Rehman and Ms. Shankar and additional information pursuant to Clause 49 of the Listing Agreements with Stock Exchanges are provided below.

Mr. A. Baijal

Mr. Baijal (67), DIN: 01608892, IAS (Retd.), was appointed as Non-Executive (Independent) Director of the Company on 22nd January, 2010. He joined the Union Territories Cadre of the Indian Administrative Service in 1969 and retired in October 2006 as Secretary, Ministry of Urban Development, Government of India. In a career spanning over 37 years, he held various important assignments including that of the Union Home Secretary, Chairman & Managing Director - Indian Airlines, Chief Executive Officer - Prasar Bharti Corporation, Vice-Chairman, Delhi Development Authority, Development Commissioner, Goa, and Counsellor in-charge of the Indian Aid Programme in Nepal. He piloted the flagship programme - Jawaharlal Nehru Urban Renewal Mission - for improving infrastructure and basic services in the country. Mr. Baijal holds 1,60,000 shares in the Company; no other person holds any share in the Company for him on a beneficial basis.

Mr. A. Duggal

Mr. Duggal (67), DIN: 00024262, a Mechanical Engineer from IIT, Delhi, and an MBA from IIM, Ahmedabad, is an international banker with global experience in financial strategy, M&A and capital raising. His professional career includes 26 years with Bank of America (BoA), primarily in the USA, Hong Kong and Japan, with his last assignment as Chief Executive with BoA, India, from 1998 to 2001. He was the CFO of HCL Technologies Limited, India,

from 2001 to 2003. He has also been the Chairman of the American Chamber of Commerce, India, and on the Board of Governors of the National Institute of Bank Management. Mr. Duggal is presently Chairman of FICCI's Centre for Corporate Governance, a visiting faculty at IIM, Ahmedabad, and a Senior Advisor, Asia Pacific for Transparency International, Berlin. He is involved in several initiatives in social and educational sectors. Mr. Duggal does not hold any share in the Company nor does any other person hold any share in the Company for him on a beneficial basis.

Mr. S. H. Khan

Mr. Khan (76), DIN: 00006170, a Masters in Commerce and a University gold medallist, was appointed as Non-Executive (Independent) Director of the Company on 30th October, 2006. Mr. Khan is a former Chairman and Managing Director of Industrial Development Bank of India (IDBI). His professional career, spanning over 35 years, includes initial 5 years as an Officer in the Reserve Bank of India in the Department of Banking Operations and Development. He thereafter joined IDBI soon after its formation and served IDBI in various capacities for over three decades and retired after a five-year tenure as its Chairman and Managing Director in 1998. He was instrumental in setting up IDBI Bank. He was also associated with setting up of three important capital market entities viz. NSE, NSDL and CARE and guided their initial operations as Chairman of the Board of Directors. He has served as a member of a number of committees set up by Government / RBI on matters connected with Indian industry and finance. He also served on the Boards of several important institutions including LIC, UTI, GIC, Exim Bank, Air India and Indian Airlines. Mr. Khan holds 4,24,000 shares in the Company; no other person holds any share in the Company for him on a beneficial basis.

Mr. S. B. Mathur

Mr. Mathur (69), DIN: 00013239, a Chartered Accountant, has been on the Board since 29th July, 2005, first as a representative of Life Insurance Corporation of India (LIC) and then in his individual capacity as Non-Executive (Independent) Director from 27th July, 2007. Mr. Mathur retired from LIC in October 2004 as its Chairman and was appointed as the Administrator of the Specified Undertaking of the Unit Trust of India in December 2004, up to December 2007. He joined LIC in 1967 as a Direct Recruit Officer and rose to the rank of Chairman. He held various positions in LIC including Senior Divisional Manager of Gwalior Division, Chief of Corporate Planning, General Manager of LIC (International) E.C., Zonal Manager in-charge of Western Zone and Executive Director. Mr. Mathur singly / jointly holds 3,51,000 shares in the Company; no other person holds any share in the Company for him on a beneficial basis.

Mr. P. B. Ramanujam

Mr. Ramanujam (70), DIN: 00046101, a Chartered Accountant, has been on the Board since 30th October, 1998, first as a representative of General Insurance Corporation of India (GIC) and its erstwhile subsidiaries and then in his individual capacity as Non-Executive (Independent) Director from 27th July, 2007. Mr. Ramanujam has held several responsibilities in GIC covering finance, accounts, investments, reinsurance, information technology etc. He was the General Manager and Director of National Insurance Company Limited, and the Managing Director of GIC till 31st July, 2004. He was also the Chairman of the Committee appointed by the interim Insurance Regulatory Authority for prescribing norms, rules and regulations in the area of finance. Currently, he is a member of Insurance Regulatory and Development Authority's Committee for recommending regulatory changes with regard to capital structure, M&A, IPOs etc. of insurance companies. Mr. Ramanujam holds 2,87,856 shares in the Company; no other person holds any share in the Company for him on a beneficial basis.

Mr. S. S. H. Rehman

Mr. Rehman (70), DIN: 00050862, a graduate from the Indian Military Academy, Dehradun, was appointed as Non-Executive (Independent) Director of the Company on 27th July, 2012. His career began with a tenure in the Indian Army, after which he moved to the hospitality industry in 1975 and joined ITC in 1979, beginning a three decade association with the Company. Mr. Rehman was appointed Managing Director of erstwhile ITC Hotels Limited in 1994. Subsequently, he joined the Board of ITC as an Executive Director in 1997, and over the next 12 years was responsible for several businesses - Hotels, Travel & Tourism and Foods. During this period, he ably led ITC's Hotels business in consolidating its position as one of India's leading hospitality chains; he retired from the Company in March 2009. He was the founder President of the Hotel Association of India, and a founder member of the World Travel & Tourism Council, Experience India / Incredible India and has headed several industry associations including tourism committees of FICCI, ASSOCHAM and CII. He has been a recipient of several awards and honours, recognising his vast contribution to Indian hospitality industry. Mr. Rehman singly / jointly holds 3,27,751 shares in the Company; no other person holds any share in the Company for him on a beneficial basis.

Ms. M. Shankar

Ms. Shankar (63), DIN: 06374957, IFS (Retd.), a Post Graduate in English Literature, was appointed Non-Executive (Independent) Director of the Company effective 6th September, 2012. She joined the Indian Foreign Service in 1973 and had an illustrious career spanning 38 years. She served in the Prime Minister's Office from 1985 to 1991 working on foreign policy and security matters. Thereafter, she led the Commercial Wing in the Indian Embassy in Washington as Minister (Commerce) till 1995. Ms. Shankar returned as Director General of the Indian Council of Cultural Relations overseeing India's cultural diplomacy. Later, as Joint Secretary, she headed divisions dealing with neighbours, Nepal and Bhutan, and the South Asian Association of Regional Cooperation (SAARC). As Additional Secretary, Ms. Shankar handled the UN and international security issues. She served as Ambassador of India to Germany from 2005 to 2009 and then to the United States from 2009 to 2011. Ms. Shankar does not hold any share in the Company nor does any other person hold any share in the Company for her on a beneficial basis.

Other directorship(s) and board committee membership(s) of the aforesaid Directors are enclosed.

Notices as required under Section 160 of the Act have been received from Messrs. Baijal, Duggal, Khan, Mathur, Ramanujam & Rehman and Ms. Shankar. Requisite consents, pursuant to Section 152 of the Act, have also been filed by the aforesaid Directors.

Messrs. Baijal, Duggal, Khan, Mathur, Ramanujam & Rehman and Ms. Shankar are interested individually in the Resolutions relating to their respective appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

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

Dated : 1st August, 2014.

Directorships and Board Committee memberships of other companies

Name of Director	Mr. A. Baijal	Mr. A. Duggal	Mr. S. H. Khan	Mr. S. B. Mathur
Directorship(s) in other companies*	1. IDFC Foundation - Chairman 2. International Travel House Limited 3. DHFL Pramerica Life Insurance Company Limited	1. Shriram Transport Finance Company Limited - Chairman 2. Shriram City Union Finance Limited - Chairman 3. Shriram Capital Limited - Chairman 4. Info Edge (India) Limited 5. Dish TV India Limited 6. Adani Ports and Special Economic Zone Limited 7. Zuari Agro Chemicals Limited 8. Jubilant Energy NV, Netherlands 9. Sanlam Limited, South Africa 10. Sanlam Life Insurance Limited, South Africa	1. Bajaj Auto Limited 2. IDFC Limited 3. Bajaj Allianz Life Insurance Company Limited 4. Bajaj Holdings & Investment Limited 5. Bajaj Finserv Limited 6. Bajaj Allianz General Insurance Company Limited	1. National Stock Exchange of India Limited - Chairman 2. IDFC Trustee Company Limited - Chairman 3. Axis Bank Limited® 4. Havells India Limited 5. Ultra Tech Cement Limited 6. Hindustan Oil Exploration Company Limited 7. National Collateral Management Services Limited 8. DCM Shriram Industries Limited 9. Infrastructure Leasing and Financial Services Limited 10. Housing Development and Infrastructure Limited® 11. Minda Corporation Limited®
Membership(s) of Board Committees of other companies**	DHFL Pramerica Life Insurance Company Limited - Audit & Compliance Committee	1. Info Edge (India) Limited - Audit Committee 2. Dish TV India Limited - Audit Committee 3. Adani Ports and Special Economic Zone Limited - Audit Committee 4. Zuari Agro Chemicals Limited - Audit Committee	1. Bajaj Auto Limited - Audit Committee and Shareholders' / Investors' Grievance Committee 2. IDFC Limited - Audit Committee and Investors' Grievance Committee 3. Bajaj Allianz Life Insurance Company Limited - Audit Committee 4. Bajaj Holdings & Investment Limited - Audit Committee and Shareholders' / Investors' Grievance Committee 5. Bajaj Finserv Limited - Audit Committee 6. Bajaj Allianz General Insurance Company Limited - Audit Committee	1. National Stock Exchange of India Limited - Share Transfer & Shareholders Grievance Committee 2. Axis Bank Limited - Audit Committee and Shareholders' / Investors' Grievance Committee 3. Havells India Limited - Audit Committee 4. Hindustan Oil Exploration Company Limited - Audit Committee 5. DCM Shriram Industries Limited - Audit Committee 6. Minda Corporation Limited - Audit Committee
Mr. Ramanujam, Mr. Rehman and Ms. Shankar do not hold directorship in any other company.				

* Excludes directorship in Indian private limited companies and membership of managing committees of chambers of commerce / professional bodies.

** Denotes membership of Audit Committee and / or Investors Grievance Committee of Indian public limited companies.

® Mr. Mathur vide his letter dated 29th July, 2014 has advised that he would be stepping down from the Board of Directors of these companies by 30th September, 2014.



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

POSTAL BALLOT FORM

Serial No. :

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

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

3. DP ID No. & Client ID No.* / Registered Folio No.** :

[* Applicable to Members holding shares in dematerialised form

**Applicable to Members holding shares in physical form]

4. No. of Ordinary Shares held :

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

Ordinary Resolutions relating to	No. of Ordinary Shares for which votes cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
I. Appointment of Mr. A. Baijal as an Independent Director for a period of five years with effect from 15th September, 2014.			
II. Appointment of Mr. A. Duggal as an Independent Director for a period of five years with effect from 15th September, 2014.			
III. Appointment of Mr. S. H. Khan as an Independent Director for a period of three years with effect from 15th September, 2014.			
IV. Appointment of Mr. S. B. Mathur as an Independent Director for a period of five years with effect from 15th September, 2014.			
V. Appointment of Mr. P. B. Ramanujam as an Independent Director for a period of five years with effect from 15th September, 2014.			
VI. Appointment of Mr. S. S. H. Rehman as an Independent Director for a period of five years with effect from 15th September, 2014.			
VII. Appointment of Ms. M. Shankar as an Independent Director for a period of five years with effect from 15th September, 2014.			

Place :

Date :

Signature of the Member

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password
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INSTRUCTIONS

PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- (a) Members desiring to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the **Scrutinizer, Mr. R. L. Auddy**, in the enclosed self-addressed postage prepaid envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- (b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- (c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
- (d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in the dematerialised form or in the physical form, respectively.
- (e) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- (f) Members seeking duplicate Postal Ballot Forms can write to the Investor Service Centre, ITC Limited, 37 Jawaharlal Nehru Road, Kolkata 700 071 or e-mail at postalballot2014@itc.in.
- (g) Members are requested not to send any other paper alongwith this Postal Ballot Form.
- (h) **Completed Postal Ballot Forms should reach the Scrutinizer no later than the close of working hours on 9th September, 2014.** Postal Ballot Forms received after this date will be considered invalid.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

1. **In case of Members who receive the Notice in electronic mode:**
 - (a) Open e-mail and open PDF file viz. '**ITC e-voting.pdf**' with your Client ID No. or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (b) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on '**Shareholder - Login**'.
 - (c) Insert user ID and password as initial password stated in (a) above. Click on '**Login**'.
 - (d) Password change menu appears. Change the password with a new password of your choice with minimum 8 digits / characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
 - (e) Home page of e-voting opens. Click on '**e-voting: Active Evoting Cycles**' and select the Electronic Voting Event Number (EVEN) of ITC Limited.
 - (f) Now you are ready for e-voting as '**Cast Vote**' page opens.
 - (g) Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted.
 - (h) Upon confirmation, the message '**Vote cast successfully**' will be displayed. Thereafter you will not be allowed to modify your vote.
 - (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, with the specimen signature(s) of the authorised signatory(ies) duly attested, to the Scrutinizer through e-mail at rla.itcscrutinizer2014@gmail.com with a copy marked to NSDL's e-mail ID evoting@nsdl.co.in.
2. **In case of Members who receive the Notice by post:**
 - (a) User ID and initial password is provided in the Postal Ballot Form.
 - (b) Please follow the steps from Sl. Nos. (b) to (i) mentioned in (1) above, to cast your vote.
3. **Members already registered with NSDL for e-voting, can use their existing user ID and password for Login.** Thereafter please follow the steps from Sl. Nos. (e) to (i) mentioned in (1) above, to cast your vote.
4. In case of any queries, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of the NSDL's e-voting website www.evoting.nsdl.com. You may also send your queries relating to e-voting to the e-mail ID postalballot2014@itc.in.
5. **The period for e-voting starts at 9.00 a.m. on 11th August, 2014 and ends at 5.00 p.m. on 9th September, 2014.** E-voting shall be disabled by NSDL at 5.00 p.m. on 9th September, 2014.

GENERAL INFORMATION

- (a) There will be one Postal Ballot Form / e-vote for every Client ID No. / Folio No. irrespective of the number of joint holders.
- (b) **Members can opt for only one mode of voting i.e. either by Postal Ballot or e-voting.** In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
- (c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on 1st August, 2014.
- (d) **The date of declaration of the results of Postal Ballot and e-voting, as stated in the Notice, i.e. 12th September, 2014, will be the date of passing of the Resolutions.** The declared Results, alongwith the Scrutinizer's Report, will be available on the Company's corporate website www.itcportal.com under the section 'Investor Relations' and on the website of NSDL; such Results will also be forwarded to the Stock Exchanges where the Company's shares are listed.