



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

9th May, 2024

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

The General Manager
Dept. of Corporate Services
BSE Ltd.
P. J. Towers
Dalal Street
Mumbai 400 001

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

Dear Sirs,

Annual Secretarial Compliance Report

We enclose, in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Compliance Report of the Company from Messrs. S. N. Ananthasubramanian & Co., Company Secretaries, for the financial year ended 31st March, 2024.

Please take the same on record.

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



S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) – 400 601
T: +91 22 25345648 | +91 22 25432704
E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

To,
ITC Limited
CIN: L16005WB1910PLC001985
Virginia House, 37 Jawaharlal Nehru Road,
Kolkata 700 071

Sirs,

Annual Secretarial Compliance Report for the Financial Year 2023-24

We have been engaged by **ITC Limited** (hereinafter referred to as 'the Company') bearing CIN: **L16005WB1910PLC001985** whose equity shares are listed on National Stock Exchange of India Limited (NSE) (Symbol: ITC), BSE Limited (Security Code: 500875) and The Calcutta Stock Exchange Limited (Scrip Code: 10000018) to issue the Annual Secretarial Compliance Report in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023.

It is the responsibility of the Management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued thereunder from time to time and issue a report thereon.

Our audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

Digitally signed by
ANANTHASUBRAMANIAN NARAYANAN
SATYAMANGALAM
Date: 2024.05.08 16:55:23 +05'30'

S. N. Ananthasubramanian
Founding Partner
FCS: 4206 | COP No.: 1774



8th May, 2024 | Thane



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF ITC LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

We have examined:

- all the documents and records made available to us and explanations provided by **ITC Limited** ('the listed entity');
- the filings / submissions made by the listed entity to the stock exchanges;
- website of the listed entity;
- any other document / filing, as may be relevant, which has been relied upon to make this certification;

for the financial year ended 31st March, 2024 ('review period'), in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, Circulars, Guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ('SCRA'), the Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI').

The specific Regulations, whose provisions and the Circulars / Guidelines issued thereunder, have been examined, include:

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable as there was no reportable event during the review period ;**
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable as there was no reportable event during the review period;**
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;





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Company Secretaries

(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable as there was no reportable event during the review period;**

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and Circulars / Guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review period:

(a) The listed entity has complied with the provisions of the above Regulations and Circulars/ Guidelines issued thereunder.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports. - **Not Applicable.**

(c) The compliance status of the listed entity with the requirements, is annexed as "**Annexure – A**" to the Report.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023

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S. N. Ananthasubramanian
Founding Partner

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ICSI UDIN: F004206F000327705

8th May, 2024 | Thane



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Annexure - A

We hereby report that, during the review period, the compliance status of the listed entity with the following requirements is as given hereunder:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
1.	<u>Secretarial Standards</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entity.All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the Regulations / Circulars / Guidelines issued by SEBI.	Yes	None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The listed entity is maintaining a functional website.Timely dissemination of the documents / information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website.	Yes	None
4.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013.	Yes	None

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Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
5.	<u>Details related to Subsidiaries of listed entities</u> a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal / archival of records is being carried out as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in the SEBI Regulations.	Yes	None
8.	<u>Related Party Transactions</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee.	Yes NA	None No such cases during the review period.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulations 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None



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Company Secretaries

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various Circulars) under SEBI Regulations and the Circulars / Guidelines issued thereunder.	Yes	None
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by the listed entity.	NA	No case of resignation of statutory auditor from the listed entity during the review period. The Company does not have any material subsidiaries.
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any of the SEBI Regulation / Circular / Guidance Note etc.	Yes	None

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

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Peer Review Cert. No.: 5218/2023

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S. N. Ananthasubramanian

Founding Partner

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8th May, 2024 | Thane