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ITC INFOTECH INDIA LIMITED

A wholly owned subsidiary of ITC LIMITED

Corporate Identity Number: U65991WB1996PLC077341
Regd. Office: Virginia House, 37 J. L. Nehru Road, Kolkata – 700 071, India
Corporate Office: 18 Banaswadi Main Road, Maruthiseva Nagar, Bengaluru – 560 005, India
Tel: +91-80-2298-8331-37 || Visit us at www.itcinfotech.com || E-mail: secretarial.i3l@itcinfotech.com

NOTICE OF 30TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of the Members of ITC Infotech India Limited will be held at **ITC Sonar, 1 JBS Haldane Avenue, Kolkata 700 046**, on **Thursday, 23rd July, 2026** at **9.30 a.m. (IST)** for 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, 2026, and the Reports of the Board of Directors and the Auditors thereon.

2. To confirm the first, second and third interim dividend of ₹22.00, ₹13.75 and ₹5.50, respectively, per Share of ₹10/- each, aggregating ₹41.25 per Equity Share, as the final dividend for the financial year ended 31st March, 2026.

3. To appoint a Director in place of Mr. Sanjiv Puri (DIN: 00280529) who retires by rotation and being eligible, offers himself for re-election.

4. To appoint a Director in place of Mr. Sivakumar Surampudi (DIN: 00341392) who retires by rotation and being eligible, offers himself for re-election.

5. **To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

   "Resolved that, in accordance with the provisions of Section 142 of the Companies Act, 2013, the remuneration of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration Number 117366W/W-100018), Statutory Auditors of the Company, to conduct audit of the Standalone Financial Statements for the financial year 2026-27 at ₹32,00,000/-, plus goods and services tax as applicable and reimbursement of out-of-pocket expenses incurred, be and is hereby approved."

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SPECIAL BUSINESS

6. **To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

   "Resolved that, in accordance with the provisions of Section 197 of the Companies Act, 2013, consent be and is hereby accorded to variation in the terms of remuneration paid to Mr. Sudip Singh (DIN: 08345392), former Managing Director & Chief Executive Officer of the Company, for the period from 1st January to 16th February, 2026, as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

7. **To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

   "Resolved that, in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, Mr. Manas Chakraborty (DIN: 11189977) be and is hereby appointed as a Director of the Company, not liable to retire by rotation, and also as the Managing Director & Chief Executive Officer of the Company with effect from 17th February, 2026 for a period of five years, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

By Order of the Board
ITC Infotech India Limited

Sd/-
Thomas P. Joshua
Company Secretary
FCS - 9839

Dated: 26th June, 2026

NOTES:

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

   In order to be effective, the instrument appointing proxy must be in the enclosed form and received at the Registered Office of the Company at Virginia House, 37 J. L. Nehru Road, Kolkata 700 071, not less than forty-eight hours before the commencement of the AGM i.e., by 9.30 a.m. on Tuesday, 21^{st} July, 2026.

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

3. Explanatory Statement, pursuant to Section 102 of the Act, relating to the Special Business to be transacted at this AGM is annexed.

EXPLANATORY STATEMENT

Annexed to the Notice convening the Thirtieth Annual General Meeting ('AGM') to be held on Thursday, 23rd July, 2026.

Item No. 6

The Board of Directors of the Company ('the Board') at the Meeting held on 19th January, 2026, taking into consideration, *inter alia*, the Company's financial performance and market competitiveness, and on the recommendation of the Nomination and Remuneration Committee, approved, subject to the approval of the Members, variation in the terms of remuneration of Mr. Sudip Singh with effect from 1st January, 2026. Mr. Singh stepped down as the Managing Director & Chief Executive Officer of the Company with effect from close of work on 16th February, 2026, and accordingly, the remuneration paid to him during the period from 1st January to 16th February, 2026 is detailed below:

	Particulars	**Amount**
(a)	Basic / Consolidated Salary *(per month)*	₹11,48,792/-
(b)	Supplementary Allowance *(per month)*	₹15,48,517/-
(c)	House Rent Allowance *(per month)*	₹2,87,200/-

All the other terms of remuneration of Mr. Singh, as approved by the Members earlier, remained unchanged.

The aggregate of the remuneration, perquisites and benefits paid to Mr. Singh was within the limit prescribed under the Companies Act, 2013 ('the Act').

Additional information in respect of Mr. Singh, in accordance with the Secretarial Standards on General Meetings, is provided below:

Mr. Sudip Singh (age: 53 years) is a Chemical Engineer from IIT BHUand holds a Degree in Business Management from IIM Calcutta. He had an overall experience of more than 25 years. He joined the Company on 28th January, 2019, and was appointed as the Managing Director & Chief Executive Officer of the Company with effect from 1st February, 2019. His remuneration was last approved by the Members at the Annual General Meeting held on 25th July, 2025. Details of remuneration paid to him

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during the financial year 2024-25 was disclosed in the Annual Report of the year. Basis data available, he is not a Director of any other Indian company. He neither holds any share in the Company nor is he related to any other Director or Key Managerial Personnel of the Company. During his tenure, nine Board Meetings were held during the financial year 2025-26, of which he attended eight Meetings.

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 No. 7

The Board of Directors of the Company ('the Board') at the Meeting held on 14th February, 2026, on the recommendation of the Nomination and Remuneration Committee ('the Committee'), approved the appointment of Mr. Manas Chakraborty as an Additional Director and, subject to the approval of the Members, also as the Managing Director and Chief Executive Officer of the Company for a period of 5 (five) years with effect from 17th February, 2026 on the remuneration set out below.

Further, the Board at the Meeting held on 15th May, 2026, on the recommendation of the Committee, approved, subject to the approval of the Members, variation in the remuneration of Mr. Chakraborty with effect from 1st April, 2026. On the recommendation of the Committee, the Board at the said Meeting also recommended for the approval of the Members, the appointment of Mr. Chakraborty as a Director of the Company, as set out in the Resolution.

The remuneration of Mr. Chakraborty is detailed below:

Particulars		With effect from 17th February, 2026	With effect from 1st April, 2026*
(a)	Basic / Consolidated Salary	₹7,96,668/- per month	₹8,70,000/- per month
(b)	Supplementary Allowance	₹15,99,965/- per month	NIL
(c)	House Rent Allowance	₹3,98,334/- per month	₹4,35,000/- per month
(d)	Role Based Allowance	NIL	₹7,34,867/- per month

Particulars		With effect from 17th February, 2026	With effect from 1st April, 2026*
(e)	Conveyance Allowance	NIL	₹7,54,000/- per month
(f)	Meal Voucher	₹1,100/- per month	₹2,200/- per month

**The remuneration components have been revised in line with the revised compensation structure approved by the Board for all the employees of the Company, with the overall compensation remaining unchanged.*

(g) Short Term Incentive: Not exceeding 200% of ₹2,00,00,000/- (on target) for each financial year, with payout based on actual performance and applicable Company policies, as may be determined by the Board.

(h) Long Term Incentive (Cash): Not exceeding 200% of ₹1,00,00,000/- (on target) for each financial year, with payout based on actual performance and applicable Company policies, as may be determined by the Board.

(i) Long Term Incentive (Equity): In the form of grant of Employee Stock Options and Performance Stock Units, as may be determined by the Committee.

(j) Perquisites / Benefits and Business Facilities including contribution to superannuation funds, reimbursement for mobile and internet expenses, corporate club membership, term life insurance, personal accident insurance, medical insurance, medical expenses for self and family, leave travel assistance, encashment of unavailed leave and sampling of products and services of ITC Limited, as applicable to his Grade, in terms of Company policies.

The aggregate of the remuneration, perquisites and benefits of Mr. Chakraborty, as stated above, shall be within the limit prescribed under the Companies Act, 2013 (‘the Act’).

Notwithstanding anything stated hereinabove, in the event of no profits or inadequacy of profits in any financial year, the above remuneration, perquisites and benefits shall be the minimum remuneration payable to Mr. Chakraborty under Schedule V to the Act.

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Additional information in respect of Mr. Chakraborty, including his brief resume, in accordance with the Secretarial Standards on General Meetings, is provided below:

Mr. Manas Chakraborty (age: 57 years) completed his Masters in Science from IIT Kharagpur. Mr. Chakraborty joined the Company as Chief Operating Officer on 10th April, 2023 and has earlier worked with Tech Mahindra Limited as Global Head – Large Deal and Day Zero Delivery. He is an IT leader with proven credentials in transforming business through technology. In a career spanning over three decades, he has managed best-in-class organisations and led them to profitable growth, and enabled them to be relevant in this ever-shifting business environment through differentiated capabilities and thought leadership.

Mr. Chakraborty is presently a Non-Executive Director of Blazeclan Technologies Private Limited, ITC Infotech (USA), Inc. and ITC Infotech Limited, UK, wholly owned subsidiaries of the Company. He is not a member of Board Committee of any company. He neither holds any share in the Company nor is he related to any other Director or Key Managerial Personnel of the Company. Post his appointment, one Board Meeting was held during the financial year 2025-26, which he attended.

Pursuant to Section 152 of the Act, Mr. Chakraborty has given his consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing his appointment as a Director of the Company has been received.

Mr. Chakraborty 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 Ordinary Resolution for your approval.

By Order of the Board
ITC Infotech India Limited

Sd/-
Thomas P. Joshua
Company Secretary
FCS - 9839

Dated: 26th June, 2026

30th Annual General Meeting

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	U65991WB1996PLC077341
Name of the Company	:	ITC Infotech India Limited
Registered Office	:	Virginia House, 37 J. L. Nehru Road, Kolkata – 700 071

Name of the Member(s) including joint holders, if any:	
Registered address:	
E-mail Id:	
Registered Folio No:	

I/We, being the Member(s) holding _______ shares of **ITC Infotech India Limited**, hereby appoint

1. Name: ____________________________ Address: ______________________________

E-mail Id: ___________________________ Signature:____________________, *or failing him*

2. Name: ____________________________ Address: ______________________________

E-mail Id: ___________________________ Signature:_____________________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting ('AGM') of the Company to be held at ITC Sonar, 1 JBS Haldane Avenue, Kolkata 700 046, on Thursday, 23rd July, 2026 at 9.30 a.m., and at any adjournment thereof, in respect of resolutions as are indicated below:

Resolution Number	Description	Optional (√)	
		For	Against
Ordinary Business			
1.	Adoption of Financial Statements for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and the Auditors.		
2.	Confirming the first, second and third interim dividend of ₹22.00, ₹13.75 and ₹5.50 respectively, per Share of ₹10/- each, aggregating ₹41.25 per Equity Share, as the final dividend for the financial year ended 31st March, 2026.		
3.	Appointment of Mr. Sanjiv Puri (DIN: 00280529), who retires by rotation and offers himself for re-election.		
4.	Appointment of Mr. Sivakumar Surampudi (DIN: 00341392), who retires by rotation and offers himself for re-election.		
5.	Fixing the remuneration of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors of the Company, to conduct audit for the financial year 2026-27.		
Special Business			
6.	Variation in the terms of remuneration paid to Mr. Sudip Singh (DIN: 08345392), former Managing Director & Chief Executive Officer of the Company, for the period from 1st January to 16th February, 2026.		
7.	Appointment of Mr. Manas Chakraborty (DIN: 11189977) as a Director of the Company, not liable to retire by rotation, and also as the Managing Director & Chief Executive Officer of the Company for a period of five years with effect from 17th February, 2026, and his remuneration.		

Signed this ___ day of _________, 2026

Affix
Revenue
Stamp

Signature of Member:

Signature of Proxy holder(s):

Instructions

(1) This Proxy Form, in order to be effective, should be completed, stamped, signed and must be deposited / received at the Registered Office of the Company at Virginia House, 37 J. L. Nehru Road, Kolkata 700 071, either in person or through post, not less than forty-eight hours before the commencement of the AGM i.e., 9.30 a.m. on Tuesday, 21st July, 2026.

(2) The Proxy Form should be signed by the Member or his attorney authorised in writing, or in case of a corporate Member, should be under its seal or be signed by an officer or attorney authorised by such Member. In case of joint holding, the Proxy Form may be signed by any of the holders.

(3) The signature of the Member on the Proxy Form should be as per the specimen signature registered with the Company.