

1. Philosophy

ITC Limited (**'the Company'**) believes that every employee and Director of the Company is a trustee of its stakeholders and must conduct himself or herself at all times in a professional, responsible and ethical manner.

2. Purpose and Scope

This Policy (**'the Policy'**) encourages Directors and employees of the Company to promptly bring to the Company's attention, instances of illegal or unethical conduct, actual or suspected incidents of fraud, actions that affect the financial integrity of the Company, or actual or suspected instances of leak of unpublished price sensitive information ('UPSI'), that could adversely impact the Company's operations, business performance and / or reputation. The Company will investigate such reported incidents in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld.

3. Objective

The Company endeavours to:

- a. Provide an environment where every Director and employee of the Company feels free to report instances within the purview of this Policy;
- b. Investigate such reported incidents in a fair manner;
- c. Take appropriate disciplinary action against the delinquent employee(s);
- d. Ensure that no complainant is victimised or harassed for bringing such incidents to the attention of the Company.

The practice of this Policy will be overseen by the Audit Committee.

4. Reporting Mechanism

a. Complainants are encouraged to bring to the attention of the Company incidents pertaining, inter alia, to:

1. Illegal or unethical conduct including that which adversely affects investors, shareholders, customers, suppliers, other employees, or the business performance or image or reputation of the Company;
 2. Actual or suspected incidents of fraud;
 3. Actions that affect the financial integrity of the Company;
 4. Conflict of interest with the Company;
 5. Leaking of confidential or proprietary information of the Company;
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