

SCHEDULE 3PART B

CERTIFICATE AND AGREEMENT OF PERSONS RECEIVING
DEPOSITED PROPERTY UPON WITHDRAWAL PURSUANT
TO CONDITION 2 OF THE GDRs AND
CLAUSE 3(E) OF THE DEPOSIT AGREEMENT

[Date]

Citibank, N.A., as Depositary
ADR Department
111 Wall Street
New York, New York 10043

Dear Sirs,

I.T.C. Limited

Reference is hereby made to the Deposit Agreement, dated 20th October, 1993 (the "Deposit Agreement"), between I.T.C. Limited (the "Company") and Citibank, N.A., as Depositary with respect to Global Depositary Receipts ("GDRs") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

The undersigned is receiving Deposited Property represented by a GDR(s) or a beneficial interest in a Master GDR as provided for and described in Condition 2 of the GDRs and Clause 3(E) of the Deposit Agreement. The undersigned hereby certifies and agrees as follows:-

- [] 1.A. The undersigned is the Holder or the owner of the GDR(s) being surrendered or the owner of a beneficial interest in a Master GDR. The withdrawal of the Deposited Property is being made to or for its account, without transfer.

OR

- [] B. The undersigned is a broker-dealer acting as agent on behalf of its customer; such customer has confirmed to the undersigned that it is the Holder or owner of the GDR(s) being surrendered or the owner of a beneficial interest in a Master GDR and that the withdrawal of the Deposited Property is being made to or for its account, without transfer.

OR

- [] C. The withdrawal of the Deposited Property is being made (i) to a person who the seller reasonably believes is a qualified institutional buyer within the meaning of Rule 144A under the Securities Act of 1933 in a transaction meeting the requirements of Rule 144A (ii) outside the United States in accordance with Rule 903 or 904 of Regulation S under the Securities Act of 1933 to a person other than a U.S. person (as defined therein), (iii) pursuant to an exemption from registration provided by Rule 144 under the Securities Act of 1933, or (iv) pursuant to an effective registration statement under the Securities Act of 1933.

OR

- [] D. The undersigned is a broker-dealer acting as agent on behalf of its customer; such customer has confirmed to us that the withdrawal of the Deposited Property is being made (i) to a person who the seller reasonably believes is a qualified institutional buyer within the meaning of Rule 144A under the Securities Act of 1933 in a transaction meeting the requirements of Rule 144A (ii) outside the United States in accordance with Rule 903 or 904 of Regulation S under the Securities Act of 1933 to a person other than a U.S. person (as defined therein), (iii) pursuant to an exemption from registration provided by Rule 144 under the Securities Act of 1933, or (iv) pursuant to an effective registration statement under the Securities Act of 1933.

The undersigned understands (or if the undersigned is a broker-dealer, its customer has confirmed to it that it understands) that (i) the Deposited Property has not been registered under the Securities Act of 1933, and (ii) the Deposited Property (including the Shares) will bear the Securities Act Legend.

The undersigned agrees (or if the undersigned is a broker-dealer, its customer has confirmed to it that it, or the entity for whom it is acting, agrees) that it will not offer, sell, pledge or otherwise transfer the Deposited Property or any securities underlying the Deposited Property except (1) to a person who the seller reasonably believes is a qualified institutional buyer within the meaning of Rule 144A under the Securities Act of 1933 purchasing for its own account or for the account of a qualified institutional buyer in a transaction meeting the requirements of Rule 144A, (2) outside the United States in accordance with Rule 903 or 904 of Regulation S under the Securities Act of 1933 to a person other than a U.S. person (as defined therein), (3) pursuant to an exemption from registration provided by Rule 144 under the Securities Act of 1933 (if available), or (4) pursuant to an effective registration statement under the Securities Act of 1933, in each case in accordance with any applicable securities laws of any state of the United

States; and that it will not deposit the Deposited Property into any other U.S. depository facility. Notwithstanding anything to the contrary in the foregoing, the Shares represented by the GDRs may not be deposited into any unrestricted depository receipt facility in respect of Shares established or maintained by a depository bank, unless and until such time as such Shares are no longer restricted securities within the meaning of Rule 144 under the Securities Act.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

[By:

Title:]