

Postal Ballot and Electronic Voting (e-voting) of ITC Limited – details of voting results

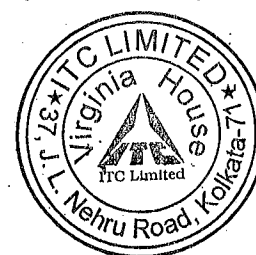
Date of declaration of the results of Postal Ballot and e-voting:	17 th March, 2017
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote – 3 rd February, 2017)	5,47,171
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not applicable

Agenda-wise disclosure

SPECIAL BUSINESS - Alteration of the Objects Clause of the Memorandum of Association of the Company to include 'Healthcare'

Resolution Required :					Special Resolution			
Whether promoter / promoter group are interested in the agenda / resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{[(2)/(1)]*100}{}$	(4)	(5)	(6) = $\frac{[(4)/(2)]*100}{}$	(7) = $\frac{[(5)/(2)]*100}{}$
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Institutions	E-Voting	675,73,71,138	620,50,52,644	91.83	527,61,17,365	92,89,35,279	85.03	14.97
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		23,88,004	0.03	23,88,004	0	100.00	0.00
	Total		620,74,40,648	91.86	527,85,05,369	92,89,35,279	85.04	14.96
Public - Non Institutions	E-Voting	536,87,43,323	379,28,85,677	70.65	378,91,98,274	36,87,403	99.90	0.10
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		51,20,722	0.09	51,20,122	600	99.99	0.01
	Total		379,80,06,399	70.74	379,43,18,396	36,88,003	99.90	0.10
Total		1212,61,14,461	1000,54,47,047	82.51	907,28,23,765	93,26,23,282	90.68	9.32

The Special Resolution, as set out in the Postal Ballot Notice dated 27th January, 2017, was passed by the Members by requisite majority.



RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

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Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

CEO & Executive Director
ITC Limited

Postal Ballot and Electronic Voting on the Resolution for Alteration of the Objects Clause of the Memorandum of Association of ITC Limited

Dear Sir,

I, R. L. Auddy, Senior Solicitor and Partner, Messrs. Sandersons & Morgans, Advocates & Solicitors, appointed by the Board of Directors of the Company at the meeting held on 27th January, 2017 to act as the Scrutinizer in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the postal ballot and electronic voting ("e-voting") process in respect of the Special Resolution for alteration of the Objects Clause of the Memorandum of Association of the Company, as set out in the Postal Ballot Notice dated 27th January, 2017, do hereby submit my report as follows :-

1. Despatch of the Postal Ballot Notice along with the Explanatory Statement and the Postal Ballot Form to the Members of the Company was completed on 14th February, 2017. The said documents were sent by the Company in electronic mode to those Members who registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 3rd February, 2017 were entitled to cast their votes by postal ballot or e-voting.
3. Voting through postal ballot and e-voting commenced on 15th February, 2017 and closed on 16th March, 2017. E-voting was blocked at 5.00 p.m. on 16th March, 2017 by National Securities Depository Limited ("NSDL"), engaged by the Board of Directors of the Company for providing the e-voting platform.
4. The Postal Ballot Forms received from the Members were kept in a locked ballot box before commencement of the scrutiny.
5. The votes cast through e-voting were unblocked on 16th March, 2017 at 5.25 p.m. in the presence of 2 (two) witnesses, Mr. N. Seal and Ms. P. Mullick, neither of whom are in the employment of the Company.

2.

6. Based on the report generated from NSDL's e-voting website www.evoting.nsdl.com and the Postal Ballot Forms received from the Members, which I have scrutinised, the results of the postal ballot and e-voting on the Special Resolution for alteration of the Objects Clause of the Memorandum of Association of the Company are reported as under:

SPECIAL BUSINESS - Special Resolution

Alteration of the Objects Clause of the Memorandum of Association of the Company

	E-voting		Postal Ballot		Total Votes		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	4,931	906,53,15,639	89	75,08,126	5,020	907,28,23,765	90.68
Voted against the resolution	362	93,26,22,682	1	600	363	93,26,23,282	9.32
Invalid votes	0	0	0	0	0	0	-

Yours faithfully,

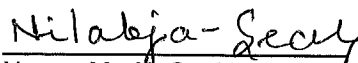


(R. L. Auddy)

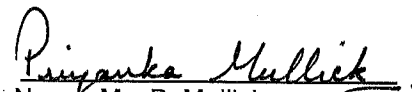
SCRUTINIZER

Place: Kolkata
Date: 17th March, 2017

We, the undersigned, have witnessed that the votes cast through e-voting were unblocked from NSDL's e-voting website www.evoting.nsdl.com in our presence on 16th March, 2017 at 5.25 p.m.



Name: Mr. N. Seal
Address: M/s. Sandersons & Morgans
5, N. S. Road
Kolkata - 700 001



Name: Ms. P. Mullick
Address: M/s. Sandersons & Morgans
5, N. S. Road
Kolkata - 700 001