

Postal Ballot by voting through electronic means of ITC Limited - Voting Results

Date of declaration of the results of Postal Ballot through e-voting:	11 th April, 2025
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote - 14 th February, 2025)	37,82,403
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

Item No. 1 - Granting, offering and issuing Equity Settled Stock Appreciation Rights to the eligible employees of the Company under an Employee Stock Appreciation Rights Scheme.

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	0	0	0.0000	0	0	0.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-Voting	1063,69,87,829	1025,06,42,202	96.3679	1012,30,28,572	12,76,13,630	98.7551	1.2449
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1025,06,42,202	96.3679	1012,30,28,572	12,76,13,630	98.7551	1.2449
Public - Non Institutions	E-Voting	187,54,91,672	3,69,55,946	1.9705	3,48,57,687	20,98,259	94.3223	5.6777
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3,69,55,946	1.9705	3,48,57,687	20,98,259	94.3223	5.6777
Total		1251,24,79,501	1028,75,98,148	82.2187	1015,78,86,259	12,97,11,889	98.7391	1.2609

SPECIAL BUSINESS

Item No. 2 - Granting, offering and issuing Equity Settled Stock Appreciation Rights to the eligible employees of the subsidiary companies of the Company under an Employee Stock Appreciation Rights Scheme.

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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-Voting	1063,69,87,829	1025,06,42,202	96.3679	1012,97,34,393	12,09,07,809	98.8205	1.1795
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1025,06,42,202	96.3679	1012,97,34,393	12,09,07,809	98.8205	1.1795
Public - Non Institutions	E-Voting	187,54,91,672	3,72,03,511	1.9837	3,50,14,916	21,88,595	94.1172	5.8828
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3,72,03,511	1.9837	3,50,14,916	21,88,595	94.1172	5.8828
Total		1251,24,79,501	1028,78,45,713	82.2207	1016,47,49,309	12,30,96,404	98.8035	1.1965

The Special Resolutions, as set out in the Postal Ballot Notice dated 6th February, 2025, have been passed by the Members by requisite majority.

RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

C/O SANDERSONS & MORGANS
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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]

The Chairman & Managing Director
ITC Limited

Special Resolutions for granting, offering and issuing Equity Settled Stock Appreciation Rights to the eligible employees of the Company and its subsidiaries under an Employee Stock Appreciation Rights Scheme - Results of voting by Postal Ballot through electronic means

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 6th February, 2025 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 by voting through electronic means ('remote e-voting') in respect of the Special Resolutions for granting, offering and issuing Equity Settled Stock Appreciation Rights to the eligible employees of the Company and its subsidiaries under an Employee Stock Appreciation Rights Scheme, as set out in the Postal Ballot Notice dated 6th February, 2025, do hereby submit my report as follows:-

1. Despatch of the Postal Ballot Notice along with the Explanatory Statement through electronic mode to the Members of the Company was completed on 11th March, 2025.
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. 14th February, 2025, were entitled to cast their votes by remote e-voting.
3. Remote e-voting commenced at 9.00 a.m. (IST) on 12th March, 2025 and ended at 5.00 p.m. (IST) on 10th April, 2025.

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4. Remote e-voting was blocked at 5.00 p.m. (IST) on 10th April, 2025 by National Securities Depository Limited ('NSDL'), engaged by the Board of Directors of the Company for facilitating the e-voting process.
5. The votes cast through remote e-voting were unblocked on 10th April, 2025 at 5.10 p.m. (IST) in the presence of 2 (two) witnesses, Ms. A. Guhamallick and Mr. S. Sil, neither of whom are in the employment of the Company.
6. Based on the scrutiny of the votes cast, the results of remote e-voting are reported as under:

SPECIAL BUSINESS

Item No. 1 - Special Resolution

Granting, offering and issuing Equity Settled Stock Appreciation Rights to the eligible employees of the Company under an Employee Stock Appreciation Rights Scheme.

	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	10,461	1015,78,86,259	N.A.	N.A.	10,461	1015,78,86,259	98.74
Voted against the resolution	976	12,97,11,889	N.A.	N.A.	976	12,97,11,889	1.26
Invalid votes	-	-	N.A.	N.A.	-	-	-

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RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

Item No. 2 - Special Resolution

Granting, offering and issuing Equity Settled Stock Appreciation Rights to the eligible employees of the subsidiary companies of the Company under an Employee Stock Appreciation Rights Scheme.

	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	10,307	1016,47,49,309	N.A.	N.A.	10,307	1016,47,49,309	98.80
Voted against the resolution	1,077	12,30,96,404	N.A.	N.A.	1,077	12,30,96,404	1.20
Invalid votes	-	-	N.A.	N.A.	-	-	-

Yours faithfully,



(R. L. Auddy)
SCRUTINIZER

Place: Kolkata
Date: 10th April, 2025

We, the undersigned, have witnessed that the votes cast through remote e-voting were unblocked from NSDL's e-voting website www.evoting.nsdl.com in our presence on 10th April, 2025 at 5.10 p.m. (IST).



Name: Ms. A. Guhamallick
Address: M/s. Sandersons & Morgans
5 N. S. Road
Kolkata 700 001



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