

**Postal Ballot through e-voting of ITC Limited – Voting Results**

<b>Date of declaration of the results of Postal Ballot through e-voting:</b>	16 <sup>th</sup> March, 2023
<b>Total number of shareholders on record date:</b> (being the cut-off date for determining shareholders entitled to vote – 3 <sup>rd</sup> February, 2023)	29,08,585
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>  Promoters and Promoter Group: Public:	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>  Promoters and Promoter Group: Public:	Not Applicable

**Agenda-wise disclosure****SPECIAL BUSINESS**

**Item No. 1 - Entering into related party transactions with British American Tobacco (GLP) Limited, United Kingdom, during the financial year 2023-24.**

Resolution Required :					Ordinary 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.
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public – Institutions	E-Voting	1059,88,77,868	609,64,33,822	57.5196	609,64,33,822	0	100.0000	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.
	<b>Total</b>		<b>609,64,33,822</b>	<b>57.5196</b>	<b>609,64,33,822</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	181,51,37,093	47,90,28,742	26.3908	47,86,70,437	3,58,305	99.9252	0.0748
	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.
	<b>Total</b>		<b>47,90,28,742</b>	<b>26.3908</b>	<b>47,86,70,437</b>	<b>3,58,305</b>	<b>99.9252</b>	<b>0.0748</b>
<b>Total</b>		<b>1241,40,14,961</b>	<b>657,54,62,564</b>	<b>52.9681</b>	<b>657,51,04,259</b>	<b>3,58,305</b>	<b>99.9946</b>	<b>0.0054</b>

\* Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company were not eligible to vote and have therefore not voted on this Resolution.



**Item No. 2 - Appointment of Mr. Mr. Peter Rajatilakan Chittaranjan as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 15<sup>th</sup> March, 2023.**

Resolution Required :					Ordinary 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.
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public – Institutions	E-Voting	1059,88,77,868	971,62,89,775	91.6728	892,44,72,433	79,18,17,342	91.8506	8.1494
	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.
	<b>Total</b>		<b>971,62,89,775</b>	<b>91.6728</b>	<b>892,44,72,433</b>	<b>79,18,17,342</b>	<b>91.8506</b>	<b>8.1494</b>
Public - Non Institutions	E-Voting	181,51,37,093	48,52,75,469	26.7349	48,45,40,741	7,34,728	99.8486	0.1514
	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.
	<b>Total</b>		<b>48,52,75,469</b>	<b>26.7349</b>	<b>48,45,40,741</b>	<b>7,34,728</b>	<b>99.8486</b>	<b>0.1514</b>
<b>Total</b>		<b>1241,40,14,961</b>	<b>1020,15,65,244</b>	<b>82.1778</b>	<b>940,90,13,174</b>	<b>79,25,52,070</b>	<b>92.2311</b>	<b>7.7689</b>

The Ordinary Resolutions, as set out in the Postal Ballot Notice dated 3<sup>rd</sup> February, 2023, have been passed by the Members by requisite majority.



**RAMENDRA LAL AUDDY**  
**SOLICITOR & ADVOCATE**

**C/O SANDERSONS & MORGANS**  
**ROYAL INSURANCE BUILDINGS**  
**5, NETAJI SUBHAS ROAD**  
**KOLKATA – 700 001**  
**PHONE : (OFF) 91-33 2248-2644-47 (4 LINES)**  
**91-33-2248 3463 (DIRECT)**  
**MOBILE : 9831024022**  
**E-mail : rlauddy.sandersons@gmail.com**

## **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

Ordinary Resolutions for (a) entering into related party transactions with British American Tobacco (GLP) Limited, United Kingdom, during the financial year 2023-24, and (b) appointment of Mr. Peter Rajatilakan Chittaranjan as a Director of the Company - 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 3<sup>rd</sup> February, 2023 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 Ordinary Resolutions for (a) entering into related party transactions with British American Tobacco (GLP) Limited, United Kingdom, during the financial year 2023-24, and (b) appointment of Mr. Peter Rajatilakan Chittaranjan as a Director of the Company, as set out in the Postal Ballot Notice dated 3<sup>rd</sup> February, 2023, 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 13<sup>th</sup> February, 2023.
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. 3<sup>rd</sup> February, 2023 were entitled to cast their votes by remote e-voting.
3. Remote e-voting commenced at 9.00 a.m. on 14<sup>th</sup> February, 2023 and ended at 5.00 p.m. on 15<sup>th</sup> March, 2023.



**RAMENDRA LAL AUDDY**  
**SOLICITOR & ADVOCATE**

4. Remote e-voting was blocked at 5.00 p.m. on 15<sup>th</sup> March, 2023 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 15<sup>th</sup> March, 2023 at 5.10 p.m. 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 - ORDINARY RESOLUTION**

**Item No. 1 - Entering into related party transactions with British American Tobacco (GLP) Limited, United Kingdom, during the financial year 2023-24.**

	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	12,243	657,51,04,259	N.A.	N.A.	12,243	657,51,04,259	99.99
Voted against the resolution	487	3,58,305	N.A.	N.A.	487	3,58,305	0.01
Invalid votes	-	-	N.A.	N.A.	-	-	-

\* Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company were not eligible to vote and have therefore not voted on this Resolution.

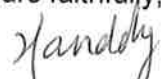
*Ramendra L. Auddy*

**RAMENDRA LAL AUDDY**  
**SOLICITOR & ADVOCATE**

**Item No. 2 - Appointment of Mr. Peter Rajatilakan Chittaranjan as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 15<sup>th</sup> March, 2023.**

	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	11,836	940,90,13,174	N.A.	N.A.	11,836	940,90,13,174	92.23
Voted against the resolution	900	79,25,52,070	N.A.	N.A.	900	79,25,52,070	7.77
Invalid votes	-	-	N.A.	N.A.	-	-	-


Place: Kolkata  
Date: 15<sup>th</sup> March, 2023

Yours faithfully,  
  
(R. L. Auddy)  
SCRUTINIZER

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](http://www.evoting.nsdl.com) in our presence on 15<sup>th</sup> March, 2023 at 5.10 p.m.



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