

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

Date of declaration of the results of Postal Ballot through e-voting:	21 st December, 2020
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote – 6 th November, 2020)	19,64,071
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

Adoption of the new Articles of Association of the Company.

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	0.00	0	0	0.00	0.00
	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	0.00	0	0	0.00	0.00
Public – Institutions	E-Voting	685,52,91,539	617,12,92,081	90.0223	617,12,92,081	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		617,12,92,081	90.0223	617,12,92,081	0	100.0000	0.0000
Public - Non Institutions	E-Voting	544,97,45,012	409,37,83,422	75.1188	409,32,24,536	5,58,886	99.9863	0.0137
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		409,37,83,422	75.1188	409,32,24,536	5,58,886	99.9863	0.0137
Total		1230,50,36,551	1026,50,75,503	83.4217	1026,45,16,617	5,58,886	99.9946	0.0054

The Special Resolution, as set out in the Postal Ballot Notice dated 6th November, 2020, has been 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]

The Chairman
ITC Limited

Postal Ballot by voting through electronic means on the Special Resolution for adoption of the new Articles of Association of the Company

Dear Sir,

I, R. L. Auddy, Senior Solicitor and Partner, Messrs. Sandersons & Morgans, Advocates & Solicitors, appointed by the Board of Directors of the Company on 6th November, 2020 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 Resolution set out in the Postal Ballot Notice dated 6th November, 2020, 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 19th November, 2020.
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. 6th November, 2020 were entitled to cast their votes by remote e-voting.
3. Remote e-voting commenced at 9.00 a.m. on 20th November, 2020 and ended at 5.00 p.m. on 19th December, 2020.
4. Remote e-voting was blocked at 5.00 p.m. on 19th December, 2020 by National Securities Depository Limited ('NSDL'), engaged by the Board of Directors of the Company for facilitating the e-voting platform.
5. The votes cast through remote e-voting were unblocked on 19th December, 2020 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.

R. L. Auddy

RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

6. Based on the scrutiny of the votes cast, the results of remote e-voting are reported as under:

SPECIAL BUSINESS

Special Resolution

Adoption of the new Articles 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	10,978	1026,45,16,617	NA	NA	10,978	1026,45,16,617	99.9946
Voted against the resolution	479	5,58,886	NA	NA	479	5,58,886	0.0054
Invalid votes	-	-	NA	NA	-	-	-

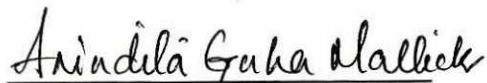
Yours faithfully,



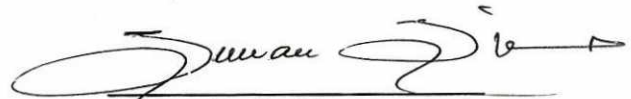
(R. L. Auddy)
SCRUTINIZER

Place: Kolkata
Date: 21st December, 2020

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 19th December, 2020 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