

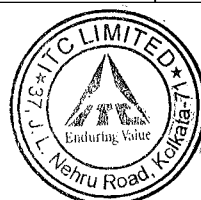
Postal Ballot through e-voting of ITC Limited – Voting Results

Date of declaration of the results of Postal Ballot through e-voting:	16 th December, 2021
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote – 29 th October, 2021)	27,06,119
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 - Appointment of Mr. Mukesh Gupta as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 20th December, 2021.

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.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Institutions	E-Voting	654,60,71,955	595,00,47,975	90.8949	552,19,78,367	42,80,69,608	92.8056	7.1944
	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		595,00,47,975	90.8949	552,19,78,367	42,80,69,608	92.8056	7.1944
Public - Non Institutions	E-Voting	577,55,30,366	407,13,41,287	70.4929	406,95,32,186	18,09,101	99.9556	0.0444
	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		407,13,41,287	70.4929	406,95,32,186	18,09,101	99.9556	0.0444
Total		1232,16,02,321	1002,13,89,262	81.3319	959,15,10,553	42,98,78,709	95.7104	4.2896

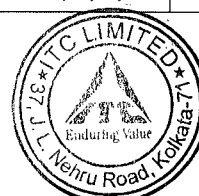


Item No. 2 - Appointment of Mr. Sunil Panray as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 20th December, 2021.

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.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Institutions	E-Voting	654,60,71,955	595,00,47,975	90.8949	553,91,77,615	41,08,70,360	93.0947	6.9053
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		595,00,47,975	90.8949	553,91,77,615	41,08,70,360	93.0947	6.9053
Public - Non Institutions	E-Voting	577,55,30,366	407,12,48,669	70.4913	406,94,70,020	17,78,649	99.9563	0.0437
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		407,12,48,669	70.4913	406,94,70,020	17,78,649	99.9563	0.0437
Total		1232,16,02,321	1002,12,96,644	81.3311	960,86,47,635	41,26,49,009	95.8823	4.1177

Item No. 3 - Appointment of Mr. Navneet Doda as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 20th December, 2021.

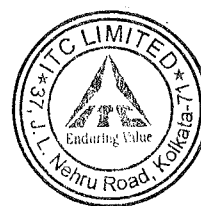
Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% 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.	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Institutions	E-Voting	654,60,71,955	595,00,47,975	90.8949	550,03,02,188	44,97,45,787	92.4413	7.5587
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		595,00,47,975	90.8949	550,03,02,188	44,97,45,787	92.4413	7.5587
Public - Non Institutions	E-Voting	577,55,30,366	407,12,19,656	70.4908	406,97,50,791	14,68,865	99.9639	0.0361
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		407,12,19,656	70.4908	406,97,50,791	14,68,865	99.9639	0.0361
Total		1232,16,02,321	1002,12,67,631	81.3309	957,00,52,979	45,12,14,652	95.4974	4.5026



Item No. 4 - Appointment of Mr. Hemant Bhargava as an Independent Director of the Company for a period of five years with effect from 20th December, 2021.

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.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Institutions	E-Voting	654,60,71,955	598,14,82,529	91.3751	571,81,04,521	26,33,78,008	95.5968	4.4032
	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		598,14,82,529	91.3751	571,81,04,521	26,33,78,008	95.5968	4.4032
Public - Non Institutions	E-Voting	577,55,30,366	407,13,16,286	70.4925	406,98,10,403	15,05,883	99.9630	0.0370
	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		407,13,16,286	70.4925	406,98,10,403	15,05,883	99.9630	0.0370
Total		1232,16,02,321	1005,27,98,815	81.5868	978,79,14,924	26,48,83,891	97.3651	2.6349

The Ordinary Resolutions, as set out in the Postal Ballot Notice dated 27th October, 2021, 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)
(RES) 91-33-2280 5305
FAX : 91-33-2248-2648
MOB : 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 appointment of Directors 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 on 27th October, 2021 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 appointment of Messrs. Mukesh Gupta, Sunil Panray and Navneet Doda as Non-Executive Directors, and Mr. Hemant Bhargava as an Independent Director of the Company, all with effect from 20th December, 2021, as set out in the Postal Ballot Notice dated 27th October, 2021, 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 15th November, 2021.
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. 29th October, 2021 were entitled to cast their votes by remote e-voting.
3. Remote e-voting commenced at 9.00 a.m. on 16th November, 2021 and ended at 5.00 p.m. on 15th December, 2021.
4. Remote e-voting was blocked at 5.00 p.m. on 15th December, 2021 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 15th December, 2021 at 5.15 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. 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

Item No. 1 - Ordinary Resolution

Appointment of Mr. Mukesh Gupta as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 20th December, 2021.

	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	13,547	959,15,10,553	N.A.	N.A.	13,547	959,15,10,553	95.71
Voted against the resolution	1,187	42,98,78,709	N.A.	N.A.	1,187	42,98,78,709	4.29
Invalid votes	-	-	N.A.	N.A.	-	-	-

Item No. 2 - Ordinary Resolution

Appointment of Mr. Sunil Panray as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 20th December, 2021.

	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	13,438	960,86,47,635	N.A.	N.A.	13,438	960,86,47,635	95.88
Voted against the resolution	1,229	41,26,49,009	N.A.	N.A.	1,229	41,26,49,009	4.12
Invalid votes	-	-	N.A.	N.A.	-	-	-

Handdy

RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

Item No. 3 - Ordinary Resolution

Appointment of Mr. Navneet Doda as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 20th December, 2021.

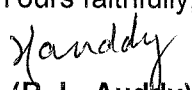
	E-voting		Postal Ballot		Total Votes		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	13,370	957,00,52,979	N.A.	N.A.	13,370	957,00,52,979	95.50
Voted against the resolution	1,271	45,12,14,652	N.A.	N.A.	1,271	45,12,14,652	4.50
Invalid votes	-	-	N.A.	N.A.	-	-	-

Item No. 4 - Ordinary Resolution

Appointment of Mr. Hemant Bhargava as an Independent Director of the Company for a period of five years with effect from 20th December, 2021.

	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	13,701	978,79,14,924	N.A.	N.A.	13,701	978,79,14,924	97.37
Voted against the resolution	988	26,48,83,891	N.A.	N.A.	988	26,48,83,891	2.63
Invalid votes	-	-	N.A.	N.A.	-	-	-

Place: Kolkata
Date: 16th December, 2021

Yours faithfully,

(R. L. Auddy)
SCRUTINIZER

RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

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 15th December, 2021 at 5.15 p.m.

Anindilā Guha Mallick

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

Suman

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