

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

| | |
|--|------------------------------|
| Date of declaration of the results of Postal Ballot through e-voting: | 20 th March, 2024 |
| Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote - 2 nd February, 2024) | 34,21,385 |
| 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. Atul Singh as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 2nd April, 2024.

| 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 | 1063,10,86,199 | 1041,01,96,023 | 97.9222 | 961,49,59,387 | 79,52,36,636 | 92.3610 | 7.6390 |
| | 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 | | 1041,01,96,023 | 97.9222 | 961,49,59,387 | 79,52,36,636 | 92.3610 | 7.6390 |
| Public - Non Institutions | E-Voting | 184,80,28,802 | 3,06,52,754 | 1.6587 | 2,94,40,401 | 12,12,353 | 96.0449 | 3.9551 |
| | 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 | | 3,06,52,754 | 1.6587 | 2,94,40,401 | 12,12,353 | 96.0449 | 3.9551 |
| Total | | 1247,91,15,001 | 1044,08,48,777 | 83.6666 | 964,43,99,788 | 79,64,48,989 | 92.3718 | 7.6282 |



Item No. 2 - Appointment of Ms. Pushpa Subrahmanyam as an Independent Director of the Company for a period of five years with effect from 2nd April, 2024.

| 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) = [(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(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 | 1063,10,86,199 | 1041,01,96,023 | 97.9222 | 1039,35,33,487 | 1,66,62,536 | 99.8399 | 0.1601 |
| | 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 | | 1041,01,96,023 | 97.9222 | 1039,35,33,487 | 1,66,62,536 | 99.8399 | 0.1601 |
| Public - Non Institutions | E-Voting | 184,80,28,802 | 3,07,16,376 | 1.6621 | 2,92,67,854 | 14,48,522 | 95.2842 | 4.7158 |
| | 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 | | 3,07,16,376 | 1.6621 | 2,92,67,854 | 14,48,522 | 95.2842 | 4.7158 |
| Total | | 1247,91,15,001 | 1044,09,12,399 | 83.6671 | 1042,28,01,341 | 1,81,11,058 | 99.8265 | 0.1735 |

The Resolutions, as set out in the Postal Ballot Notice dated 29th January, 2024, 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)
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

Resolutions for appointment of (a) Mr. Atul Singh as a Non-Executive Director of the Company, and (b) Ms. Pushpa Subrahmanyam as an Independent 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 29th January, 2024 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 Resolutions for appointment of (a) Mr. Atul Singh as a Non-Executive Director of the Company, and (b) Ms. Pushpa Subrahmanyam as an Independent Director of the Company, as set out in the Postal Ballot Notice dated 29th January, 2024, 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 18th February, 2024.
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. 2nd February, 2024, were entitled to cast their votes by remote e-voting.
3. Remote e-voting commenced at 9.00 a.m. on 19th February, 2024 and ended at 5.00 p.m. on 19th March, 2024.
4. Remote e-voting was blocked at 5.00 p.m. on 19th March, 2024 by National Securities Depository Limited ('NSDL'), engaged by the Board of Directors of the Company for facilitating the e-voting process.

R. Auddy

RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

5. The votes cast through remote e-voting were unblocked on 19th March, 2024 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

Item No. 1 - Ordinary Resolution

Appointment of Mr. Atul Singh as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 2nd April, 2024.

| | 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 | 13,033 | 964,43,99,788 | N.A. | N.A. | 13,033 | 964,43,99,788 | 92.37 |
| Voted against the resolution | 947 | 79,64,48,989 | N.A. | N.A. | 947 | 79,64,48,989 | 7.63 |
| Invalid votes | - | - | N.A. | N.A. | - | - | - |

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RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

Item No. 2 - Special Resolution

Appointment of Ms. Pushpa Subrahmanyam as an Independent Director of the Company for a period of five years with effect from 2nd April, 2024.

| | 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 | 13,313 | 1042,28,01,341 | N.A. | N.A. | 13,313 | 1042,28,01,341 | 99.83 |
| Voted against the resolution | 629 | 1,81,11,058 | N.A. | N.A. | 629 | 1,81,11,058 | 0.17 |
| Invalid votes | - | - | N.A. | N.A. | - | - | - |

Yours faithfully,



(R. L. Auddy)
SCRUTINIZER

Place: Kolkata
Date: 19th March, 2024

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 19th March, 2024 at 5.10 p.m.

Anindita Guha Mallick

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

Suman Sil

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