

**112<sup>th</sup> Annual General Meeting (AGM) of ITC Limited - Details of Voting Results**

<b>Date of the AGM</b>	11 <sup>th</sup> August, 2023
<b>Total number of shareholders on record date:</b> (being the cut-off date for determining shareholders entitled to vote - 4 <sup>th</sup> August, 2023)	31,53,104
<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 763

**Agenda-wise disclosure**

**ORDINARY BUSINESS**

**Item No. 1 - Adoption of the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.**

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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
	<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*	10,63,45,98,861	10,31,44,64,853	96.9897	10,31,41,72,152	2,92,701	99.9972	0.0028
	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>10,31,44,64,853</b>	<b>96.9897</b>	<b>10,31,41,72,152</b>	<b>2,92,701</b>	<b>99.9972</b>	<b>0.0028</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,62,64,122	2.5278	4,61,60,456	1,03,666	99.7759	0.2241
	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>4,62,64,122</b>	<b>2.5278</b>	<b>4,61,60,456</b>	<b>1,03,666</b>	<b>99.7759</b>	<b>0.2241</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,36,07,28,975</b>	<b>83.1196</b>	<b>10,36,03,32,608</b>	<b>3,96,367</b>	<b>99.9962</b>	<b>0.0038</b>



**Item No. 2 - Confirmation of Interim Dividend and declaration of Final Dividend and Special Dividend for the financial year ended 31<sup>st</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 as on cut-off date	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
	<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*	10,63,45,98,861	10,41,04,75,637	97.8925	10,41,04,75,637	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>10,41,04,75,637</b>	<b>97.8925</b>	<b>10,41,04,75,637</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,60,72,013	2.5173	4,59,58,748	1,13,265	99.7542	0.2458
	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>4,60,72,013</b>	<b>2.5173</b>	<b>4,59,58,748</b>	<b>1,13,265</b>	<b>99.7542</b>	<b>0.2458</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,65,47,650</b>	<b>83.8883</b>	<b>10,45,64,34,385</b>	<b>1,13,265</b>	<b>99.9989</b>	<b>0.0011</b>

**Item No. 3 - Appointment of Mr. Sumant Bhargavan who retires by rotation and offers himself for re-election.**

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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
	<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*	10,63,45,98,861	10,40,92,03,615	97.8805	10,01,48,24,227	39,43,79,388	96.2112	3.7888
	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>10,40,92,03,615</b>	<b>97.8805</b>	<b>10,01,48,24,227</b>	<b>39,43,79,388</b>	<b>96.2112</b>	<b>3.7888</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,90,649	2.5128	4,51,07,796	8,82,853	98.0804	1.9196
	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>4,59,90,649</b>	<b>2.5128</b>	<b>4,51,07,796</b>	<b>8,82,853</b>	<b>98.0804</b>	<b>1.9196</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,51,94,264</b>	<b>83.8775</b>	<b>10,05,99,32,023</b>	<b>39,52,62,241</b>	<b>96.2195</b>	<b>3.7805</b>



**Item No. 4 - Appointment of Mr. Mukesh Gupta who retires by rotation and offers himself for re-election.**

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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
	<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*	10,63,45,98,861	10,40,92,03,615	97.8805	9,97,88,95,790	43,03,07,825	95.8661	4.1339
	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>10,40,92,03,615</b>	<b>97.8805</b>	<b>9,97,88,95,790</b>	<b>43,03,07,825</b>	<b>95.8661</b>	<b>4.1339</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,32,219	2.5096	4,57,41,192	1,91,027	99.5841	0.4159
	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>4,59,32,219</b>	<b>2.5096</b>	<b>4,57,41,192</b>	<b>1,91,027</b>	<b>99.5841</b>	<b>0.4159</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,51,35,834</b>	<b>83.8770</b>	<b>10,02,46,36,982</b>	<b>43,04,98,852</b>	<b>95.8824</b>	<b>4.1176</b>

**Item No. 5 - Approval to remuneration of Messrs. S R B C & CO LLP, Chartered Accountants, Statutory Auditors of the Company, for conduct of audit for 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 as on cut-off date	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
	<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*	10,63,45,98,861	10,40,92,03,613	97.8805	10,33,82,51,622	7,09,51,991	99.3184	0.6816
	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>10,40,92,03,613</b>	<b>97.8805</b>	<b>10,33,82,51,622</b>	<b>7,09,51,991</b>	<b>99.3184</b>	<b>0.6816</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,86,722	2.5126	4,57,53,750	2,32,972	99.4934	0.5066
	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>4,59,86,722</b>	<b>2.5126</b>	<b>4,57,53,750</b>	<b>2,32,972</b>	<b>99.4934</b>	<b>0.5066</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,51,90,335</b>	<b>83.8775</b>	<b>10,38,40,05,372</b>	<b>7,11,84,963</b>	<b>99.3191</b>	<b>0.6809</b>



**SPECIAL BUSINESS**

**Item No. 6 - Appointment of Ms. Alka Marezban Bharucha as a Director and also as an Independent Director of the Company for a period of five years with effect from 12<sup>th</sup> August, 2023.**

Resolution Required :					Special Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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
	<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*	10,63,45,98,861	10,31,94,50,627	97.0366	9,70,52,07,030	61,42,43,597	94.0477	5.9523
	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>10,31,94,50,627</b>	<b>97.0366</b>	<b>9,70,52,07,030</b>	<b>61,42,43,597</b>	<b>94.0477</b>	<b>5.9523</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,05,429	2.5082	4,49,36,279	9,69,150	97.8888	2.1112
	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>4,59,05,429</b>	<b>2.5082</b>	<b>4,49,36,279</b>	<b>9,69,150</b>	<b>97.8888</b>	<b>2.1112</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,36,53,56,056</b>	<b>83.1568</b>	<b>9,75,01,43,309</b>	<b>61,52,12,747</b>	<b>94.0647</b>	<b>5.9353</b>

**Item No. 7 - Re-appointment of Mr. Anand Nayak as a Director and also as an Independent Director of the Company for a period of five years with effect from 13<sup>th</sup> July, 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 as on cut-off date	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
	<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*	10,63,45,98,861	10,40,91,66,615	97.8802	10,00,89,43,940	40,02,22,675	96.1551	3.8449
	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>10,40,91,66,615</b>	<b>97.8802</b>	<b>10,00,89,43,940</b>	<b>40,02,22,675</b>	<b>96.1551</b>	<b>3.8449</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,29,025	2.5095	4,50,84,544	8,44,481	98.1613	1.8387
	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>4,59,29,025</b>	<b>2.5095</b>	<b>4,50,84,544</b>	<b>8,44,481</b>	<b>98.1613</b>	<b>1.8387</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,50,95,640</b>	<b>83.8767</b>	<b>10,05,40,28,484</b>	<b>40,10,67,156</b>	<b>96.1639</b>	<b>3.8361</b>



**Item No. 8 - Re-appointment of Mr. Ajit Kumar Seth as a Director and also as an Independent Director of the Company for a period of five years with effect from 13<sup>th</sup> July, 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 as on cut-off date	No. of votes polled <sup>#</sup>	% 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
	<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*	10,63,45,98,861	10,40,92,03,615	97.8805	10,40,21,16,125	70,87,490	99.9319	0.0681
	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>10,40,92,03,615</b>	<b>97.8805</b>	<b>10,40,21,16,125</b>	<b>70,87,490</b>	<b>99.9319</b>	<b>0.0681</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,03,149	2.5080	4,57,37,185	1,65,964	99.6384	0.3616
	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>4,59,03,149</b>	<b>2.5080</b>	<b>4,57,37,185</b>	<b>1,65,964</b>	<b>99.6384</b>	<b>0.3616</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,51,06,764</b>	<b>83.8768</b>	<b>10,44,78,53,310</b>	<b>72,53,454</b>	<b>99.9306</b>	<b>0.0694</b>

**Item No. 9 - Appointment of Mr. Hemant Malik as a Director, liable to retire by rotation, and also as a Wholetime Director of the Company for a period of three years with effect from 12<sup>th</sup> August, 2023, and approval to his remuneration.**

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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
	<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*	10,63,45,98,861	10,40,92,03,615	97.8805	10,06,74,69,534	34,17,34,081	96.7170	3.2830
	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>10,40,92,03,615</b>	<b>97.8805</b>	<b>10,06,74,69,534</b>	<b>34,17,34,081</b>	<b>96.7170</b>	<b>3.2830</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,27,734	2.5094	4,57,12,831	2,14,903	99.5321	0.4679
	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>4,59,27,734</b>	<b>2.5094</b>	<b>4,57,12,831</b>	<b>2,14,903</b>	<b>99.5321</b>	<b>0.4679</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,51,31,349</b>	<b>83.8770</b>	<b>10,11,31,82,365</b>	<b>34,19,48,984</b>	<b>96.7294</b>	<b>3.2706</b>



**Item No. 10 - Re-appointment of Mr. Sanjiv Puri as a Director, not liable to retire by rotation, and also as the Managing Director & Chairman of the Company for a period of five years with effect from 22<sup>nd</sup> July, 2024, and approval to his remuneration.**

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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
	<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*	10,63,45,98,861	10,40,91,66,613	97.8802	10,06,93,05,804	33,98,60,809	96.7350	3.2650
	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>10,40,91,66,613</b>	<b>97.8802</b>	<b>10,06,93,05,804</b>	<b>33,98,60,809</b>	<b>96.7350</b>	<b>3.2650</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,87,690	2.5127	4,51,87,987	7,99,703	98.2610	1.7390
	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>4,59,87,690</b>	<b>2.5127</b>	<b>4,51,87,987</b>	<b>7,99,703</b>	<b>98.2610</b>	<b>1.7390</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,51,54,303</b>	<b>83.8772</b>	<b>10,11,44,93,791</b>	<b>34,06,60,512</b>	<b>96.7417</b>	<b>3.2583</b>

**Item No. 11 - Approval for remuneration by way of commission to the Non-Executive Directors, annually, for a period not exceeding five years, for each of the financial years commencing from 1<sup>st</sup> 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 as on cut-off date	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
	<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*	10,63,45,98,861	10,40,92,03,615	97.8805	10,37,91,56,885	3,00,46,730	99.7113	0.2887
	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>10,40,92,03,615</b>	<b>97.8805</b>	<b>10,37,91,56,885</b>	<b>3,00,46,730</b>	<b>99.7113</b>	<b>0.2887</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,21,450	2.5090	4,53,75,134	5,46,316	98.8103	1.1897
	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>4,59,21,450</b>	<b>2.5090</b>	<b>4,53,75,134</b>	<b>5,46,316</b>	<b>98.8103</b>	<b>1.1897</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,51,25,065</b>	<b>83.8769</b>	<b>10,42,45,32,019</b>	<b>3,05,93,046</b>	<b>99.7074</b>	<b>0.2926</b>



**Item No. 12 - Entering into Related Party Transactions with British American Tobacco (GLP) Limited, United Kingdom, during the financial year 2024-25.**

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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
	<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*	10,63,45,98,861	6,78,95,89,465	63.8443	6,78,95,89,465	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>6,78,95,89,465</b>	<b>63.8443</b>	<b>6,78,95,89,465</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	3,76,29,382	2.0560	3,73,66,161	2,63,221	99.3005	0.6995
	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>3,76,29,382</b>	<b>2.0560</b>	<b>3,73,66,161</b>	<b>2,63,221</b>	<b>99.3005</b>	<b>0.6995</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>6,82,72,18,847</b>	<b>54.7718</b>	<b>6,82,69,55,626</b>	<b>2,63,221</b>	<b>99.9961</b>	<b>0.0039</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 to approve this Resolution.

**Item No. 13 - Ratification of remuneration of Messrs. ABK & Associates, Cost Auditors, for 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 as on cut-off date	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
	<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*	10,63,45,98,861	10,40,76,22,141	97.8657	10,40,76,22,141	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>10,40,76,22,141</b>	<b>97.8657</b>	<b>10,40,76,22,141</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,30,961	2.5096	4,57,94,642	1,36,319	99.7032	0.2968
	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>4,59,30,961</b>	<b>2.5096</b>	<b>4,57,94,642</b>	<b>1,36,319</b>	<b>99.7032</b>	<b>0.2968</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,35,53,102</b>	<b>83.8643</b>	<b>10,45,34,16,783</b>	<b>1,36,319</b>	<b>99.9987</b>	<b>0.0013</b>



**Item No. 14 - Ratification of remuneration of Messrs. S. Mahadevan & Co., Cost Auditors, for 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 as on cut-off date	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
	<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*	10,63,45,98,861	10,40,76,22,141	97.8657	10,40,76,22,141	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>10,40,76,22,141</b>	<b>97.8657</b>	<b>10,40,76,22,141</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,17,807	2.5088	4,57,70,633	1,47,174	99.6795	0.3205
	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>4,59,17,807</b>	<b>2.5088</b>	<b>4,57,70,633</b>	<b>1,47,174</b>	<b>99.6795</b>	<b>0.3205</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,35,39,948</b>	<b>83.8642</b>	<b>10,45,33,92,774</b>	<b>1,47,174</b>	<b>99.9986</b>	<b>0.0014</b>

\* aggregate of votes cast through remote e-voting (i.e. facility to cast vote prior to the AGM) and e-voting during the AGM.

All the Resolutions for consideration at the 112<sup>th</sup> AGM in respect of the items set out in the Notice dated 18<sup>th</sup> May, 2023, have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.





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

**C/O SANDERSONS & MORGANS**  
**ROYAL INSURANCE BUILDINGS**  
**5, NETAJI SUBHAS ROAD**  
**KOLKATA – 700 001**  
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## **Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]*

The Chairman & Managing Director  
ITC Limited

112<sup>th</sup> Annual General Meeting of the Members of ITC Limited (the Company) held on Friday, 11<sup>th</sup> August, 2023 through Video Conferencing / Other Audio Visual 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 18<sup>th</sup> May, 2023 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and e-voting during the 112<sup>th</sup> Annual General Meeting (AGM) of the Company in respect of the Resolutions for consideration at the said AGM, do hereby submit my report as follows:-

1. All the Resolutions for consideration at the AGM were transacted through remote e-voting and also e-voting during the AGM, for which purpose the Board of Directors of the Company engaged the services of National Securities Depository Limited (NSDL).
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. 4<sup>th</sup> August, 2023, were entitled to cast their votes by remote e-voting or e-voting during the AGM.
3. Voting through remote e-voting commenced at 9.00 a.m. on 7<sup>th</sup> August, 2023 and ended at 5.00 p.m. on 10<sup>th</sup> August, 2023, when remote e-voting was blocked by NSDL.
4. Facility of e-voting was provided during the AGM to those Members who did not cast their votes by remote e-voting prior to the AGM.

*R. Auddy*

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

5. After conclusion of voting at the AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked the same day at 2.10 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 reports generated from NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com), which I have scrutinised, the consolidated results of voting are reported as under:

**ORDINARY BUSINESS**

**Item No. 1 – Ordinary Resolution**

**Adoption of the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.**

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	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	6,045	1035,92,34,221	95	10,98,387	6,140	1036,03,32,608	99.996
Voted against the resolution	65	3,96,366	1	1	66	3,96,367	0.004
Invalid votes	0	0	0	0	0	0	0

**Item No. 2 – Ordinary Resolution**

**Confirmation of Interim Dividend and declaration of Final Dividend and Special Dividend for the financial year ended 31<sup>st</sup> March, 2023.**

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	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	6,021	1045,53,36,036	93	10,98,349	6,114	1045,64,34,385	99.999
Voted against the resolution	62	1,13,226	3	39	65	1,13,265	0.001
Invalid votes	0	0	0	0	0	0	0

*Handy*

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

**Item No. 3 – Ordinary Resolution**

**Appointment of Mr. Sumant Bhargavan who retires by rotation and offers himself for re-election.**

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	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	5,446	1005,88,78,566	94	10,53,457	5,540	1005,99,32,023	96.219
Voted against the resolution	586	39,52,17,310	2	44,931	588	39,52,62,241	3.781
Invalid votes	0	0	0	0	0	0	0

**Item No. 4 – Ordinary Resolution**

**Appointment of Mr. Mukesh Gupta who retires by rotation and offers himself for re-election.**

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	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	5,410	1002,35,39,013	92	10,97,969	5,502	1002,46,36,982	95.882
Voted against the resolution	615	43,04,98,647	2	205	617	43,04,98,852	4.118
Invalid votes	0	0	0	0	0	0	0

*Handwritten signature*

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

**Item No. 5 – Ordinary Resolution**

**Approval to remuneration of Messrs. S R B C & CO LLP, Chartered Accountants, Statutory Auditors of the Company, for conduct of audit for the financial year 2023-24.**

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	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	5,726	1038,29,07,195	92	10,98,177	5,818	1038,40,05,372	99.319
Voted against the resolution	284	7,11,84,765	4	198	288	7,11,84,963	0.681
Invalid votes	0	0	0	0	0	0	0

**SPECIAL BUSINESS**

**Item No. 6 – Special Resolution**

**Appointment of Ms. Alka Marezban Bharucha as a Director and also as an Independent Director of the Company for a period of five years with effect from 12<sup>th</sup> August, 2023.**

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	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	5,382	974,90,45,092	92	10,98,217	5,474	975,01,43,309	94.065
Voted against the resolution	607	61,52,12,579	4	168	611	61,52,12,747	5.935
Invalid votes	0	0	0	0	0	0	0

*Handy*

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

**Item No. 7 – Special Resolution**

**Re-appointment of Mr. Anand Nayak as a Director and also as an Independent Director of the Company for a period of five years with effect from 13<sup>th</sup> July, 2024.**

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	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	5,591	1005,29,30,257	93	10,98,227	5,684	1005,40,28,484	96.164
Voted against the resolution	401	40,10,66,998	3	158	404	40,10,67,156	3.836
Invalid votes	0	0	0	0	0	0	0

**Item No. 8 – Special Resolution**

**Re-appointment of Mr. Ajit Kumar Seth as a Director and also as an Independent Director of the Company for a period of five years with effect from 13<sup>th</sup> July, 2024.**

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	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	5,759	1044,67,55,083	93	10,98,227	5,852	1044,78,53,310	99.931
Voted against the resolution	226	72,53,297	2	157	228	72,53,454	0.069
Invalid votes	0	0	0	0	0	0	0

*Handwritten signature*

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

Item No. 9 – Ordinary Resolution

**Appointment of Mr. Hemant Malik as a Director, liable to retire by rotation, and also as a Wholetime Director of the Company for a period of three years with effect from 12<sup>th</sup> August, 2023, and approval to his remuneration.**

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	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	5,424	1011,20,84,344	91	10,98,021	5,515	1011,31,82,365	96.729
Voted against the resolution	570	34,19,48,621	4	363	574	34,19,48,984	3.271
Invalid votes	0	0	0	0	0	0	0

Item No. 10 – Ordinary Resolution

**Re-appointment of Mr. Sanjiv Puri as a Director, not liable to retire by rotation, and also as the Managing Director & Chairman of the Company for a period of five years with effect from 22<sup>nd</sup> July, 2024, and approval to his remuneration.**

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	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	5,526	1011,33,95,408	94	10,98,383	5,620	1011,44,93,791	96.742
Voted against the resolution	476	34,06,60,511	1	1	477	34,06,60,512	3.258
Invalid votes	0	0	0	0	0	0	0

*Sanjiv Puri*

Item No. 11 – Ordinary Resolution

**Approval for remuneration by way of commission to the Non-Executive Directors, annually, for a period not exceeding five years, for each of the financial years commencing from 1<sup>st</sup> April, 2024.**

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	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	5,586	1042,34,79,370	86	10,52,649	5,672	1042,45,32,019	99.707
Voted against the resolution	399	3,05,47,311	9	45,735	408	3,05,93,046	0.293
Invalid votes	0	0	0	0	0	0	0

Item No. 12 – Ordinary Resolution

**Entering into Related Party Transactions with British American Tobacco (GLP) Limited, United Kingdom, during the financial year 2024-25.**

	Remote e-voting		E-voting during the AGM		Consolidated voting results*		
	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	5,766	682,58,59,379	90	10,96,247	5,856	682,69,55,626	99.996
Voted against the resolution	191	2,61,288	4	1,933	195	2,63,221	0.004
Invalid votes	0	0	0	0	0	0	0

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

*Ramendra*

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

**Item No. 13 – Ordinary Resolution**

**Ratification of remuneration of Messrs. ABK & Associates, Cost Auditors, for the financial year 2023-24.**

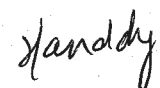
	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5,825	1045,23,18,773	91	10,98,010	5,916	1045,34,16,783	99.999
Voted against the resolution	163	1,35,945	4	374	167	1,36,319	0.001
Invalid votes	0	0	0	0	0	0	0

**Item No. 14 – Ordinary Resolution**

**Ratification of remuneration of Messrs. S. Mahadevan & Co., Cost Auditors, for the financial year 2023-24.**

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	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	5,823	1045,22,94,751	92	10,98,023	5,915	1045,33,92,774	99.999
Voted against the resolution	163	1,46,813	3	361	166	1,47,174	0.001
Invalid votes	0	0	0	0	0	0	0

Yours faithfully,

  
**(R. L. Auddy)**  
**SCRUTINIZER**

Place : Kolkata  
Date : 11<sup>th</sup> August, 2023