

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

Date of declaration of the results of Postal Ballot through e-voting:	11 th September, 2024
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote - 2 nd August, 2024)	36,34,252
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

Appointment of Mr. Chandra Kishore Mishra as a Director and also as an Independent Director of the Company for a period of five years with effect from 14th September, 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) = $\frac{(2)}{(1)} \times 100$	(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	1061,38,83,842	1038,08,01,623	97.8040	1036,41,49,231	1,66,52,392	99.8396	0.1604
	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		1038,08,01,623	97.8040	1036,41,49,231	1,66,52,392	99.8396	0.1604
Public - Non Institutions	E-Voting	189,03,26,679	4,34,06,060	2.2962	4,20,38,306	13,67,754	96.8489	3.1511
	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		4,34,06,060	2.2962	4,20,38,306	13,67,754	96.8489	3.1511
Total		1250,42,10,521	1042,42,07,683	83.3656	1040,61,87,537	1,80,20,146	99.8271	0.1729

The Special Resolution, as set out in the Postal Ballot Notice dated 1st August, 2024, has been passed by the Members by requisite majority.

RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

C/O SANDERSONS & MORGANS
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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 & Managing Director
ITC Limited

Special Resolution for appointment of Mr. Chandra Kishore Mishra 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 1st August, 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 Special Resolution for appointment of Mr. Chandra Kishore Mishra as a Director and also as an Independent Director of the Company, as set out in the Postal Ballot Notice dated 1st August, 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 11th August, 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 August, 2024, were entitled to cast their votes by remote e-voting.
3. Remote e-voting commenced at 9.00 a.m. (IST) on 12th August, 2024 and ended at 5.00 p.m. (IST) on 10th September, 2024.
4. Remote e-voting was blocked at 5.00 p.m. (IST) on 10th September, 2024 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 10th September, 2024 at 5.10 p.m. (IST) in the presence of 2 (two) witnesses, Ms. A. Guhamallick and Mr. S. Sil, neither of whom are in the employment of the Company.

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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

Appointment of Mr. Chandra Kishore Mishra as a Director and also as an Independent Director of the Company for a period of five years with effect from 14th September, 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	20,044	1040,61,87,537	N.A.	N.A.	20,044	1040,61,87,537	99.83
Voted against the resolution	998	1,80,20,146	N.A.	N.A.	998	1,80,20,146	0.17
Invalid votes	-	-	N.A.	N.A.	-	-	-

Yours faithfully,



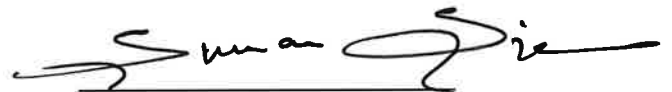
(R. L. Auddy)
SCRUTINIZER

Place: Kolkata
Date: 10th September, 2024

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 10th September, 2024 at 5.10 p.m. (IST).



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