

107th Annual General Meeting (AGM) of ITC Limited - details of voting results

Date of the AGM	27 th July, 2018
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote - 20 th July, 2018)	8,04,905
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable 700
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not applicable

Agenda-wise disclosure

ORDINARY BUSINESS

Item No. 1 - Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2018, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,03,15,95,873	89.906	6,03,11,10,255	4,85,618	99.992	0.008
	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		6,03,15,95,873	89.906	6,03,11,10,255	4,85,618	99.992	0.008
Public - Non Institutions	E-Voting*	5,51,02,58,417	3,88,02,62,698	70.419	3,88,02,59,861	2,837	99.990	0.010
	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		3,88,02,62,698	70.419	3,88,02,59,861	2,837	99.990	0.010
Total		12,21,90,32,131	9,91,18,58,571	81.118	9,91,13,70,116	4,88,455	99.995	0.005



Item No. 2 - Declaration of dividend for the financial year ended 31st March, 2018.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,16,94,45,074	91.961	6,16,94,45,074	0	100.000	0.000
	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		6,16,94,45,074	91.961	6,16,94,45,074	0	100.000	0.000
Public - Non Institutions	E-Voting*	5,51,02,58,417	3,99,83,12,672	72.561	3,99,83,10,001	2,671	100.000
	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		3,99,83,12,672	72.561	3,99,83,10,001	2,671	100.000
Total		12,21,90,32,131	10,16,77,57,746	83.212	10,16,77,55,075	2,671	100.000

Item No. 3 - Appointment of Mr. Nakul Anand 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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,16,94,22,724	91.961	6,06,72,34,054	10,21,88,670	98.344	1.656
	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		6,16,94,22,724	91.961	6,06,72,34,054	10,21,88,670	98.344	1.656
Public - Non Institutions	E-Voting*	5,51,02,58,417	4,02,08,47,443	72.970	4,02,06,06,698	2,40,745	99.994	0.006
	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		4,02,08,47,443	72.970	4,02,06,06,698	2,40,745	99.994	0.006
Total		12,21,90,32,131	10,19,02,70,167	83.397	10,08,78,40,752	10,24,29,415	98.995	1.005



Item No. 4 - Appointment of Mr. Sanjiv Puri 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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,16,94,45,074	91.961	6,12,49,78,425	4,44,66,649	99.279	0.721
	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		6,16,94,45,074	91.961	6,12,49,78,425	4,44,66,649	99.279	0.721
Public - Non Institutions	E-Voting*	5,51,02,58,417	4,02,08,40,845	72.970	4,02,06,91,116	1,49,729	99.996	0.004
	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		4,02,08,40,845	72.970	4,02,06,91,116	1,49,729	99.996	0.004
Total		12,21,90,32,131	10,19,02,85,919	83.397	10,14,56,69,541	4,46,16,378	99.562	0.438

Item No. 5 - Ratification of appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants, as Auditors, from the conclusion of the 107th AGM till the conclusion of the 108th AGM and approval to their remuneration for the financial year 2018-19.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	5,96,10,68,408	88.855	5,71,84,47,378	24,26,21,030	95.930	4.070
	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		5,96,10,68,408	88.855	5,71,84,47,378	24,26,21,030	95.930	4.070
Public - Non Institutions	E-Voting*	5,51,02,58,417	3,90,49,21,408	70.866	3,87,84,56,208	2,64,65,200	99.322	0.678
	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		3,90,49,21,408	70.866	3,87,84,56,208	2,64,65,200	99.322	0.678
Total		12,21,90,32,131	9,86,59,89,816	80.743	9,59,69,03,586	26,90,86,230	97.273	2.727



SPECIAL BUSINESS

Item No. 6 - Appointment of Mr. John Pulinthanam as a Director, liable to retire by rotation.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,16,94,45,074	91.961	6,08,78,31,290	8,16,13,784	98.677	1.323
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	Total		6,16,94,45,074	91.961	6,08,78,31,290	8,16,13,784	98.677	1.323
Public - Non Institutions	E-Voting*	5,51,02,58,417	4,02,06,60,214	72.967	4,02,04,09,210	2,51,004	99.994	0.006
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	Total		4,02,06,60,214	72.967	4,02,04,09,210	2,51,004	99.994	0.006
Total		12,21,90,32,131	10,19,01,05,288	83.395	10,10,82,40,500	8,18,64,788	99.197	0.803

Item No. 7 - Re-designation of Mr. Sanjiv Puri as Managing Director with effect from 16th May, 2018.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,16,94,45,074	91.961	6,14,88,73,592	2,05,71,482	99.667	0.333
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	Total		6,16,94,45,074	91.961	6,14,88,73,592	2,05,71,482	99.667	0.333
Public - Non Institutions	E-Voting*	5,51,02,58,417	4,02,09,95,172	72.973	4,02,08,46,900	1,48,272	99.996	0.004
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	Total		4,02,09,95,172	72.973	4,02,08,46,900	1,48,272	99.996	0.004
Total		12,21,90,32,131	10,19,04,40,246	83.398	10,16,97,20,492	2,07,19,754	99.797	0.203



Item No. 8 - Re-appointment of Mr. Sanjiv Puri as a Director, not liable to retire by rotation, and also as Managing Director with effect from 22nd July, 2019.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,16,21,45,027	91.852	6,08,64,69,222	7,56,75,805	98.772	1.228
	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		6,16,21,45,027	91.852	6,08,64,69,222	7,56,75,805	98.772	1.228
Public - Non Institutions	E-Voting*	5,51,02,58,417	4,02,09,85,980	72.973	4,02,08,34,294	1,51,686	99.996	0.004
	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		4,02,09,85,980	72.973	4,02,08,34,294	1,51,686	99.996	0.004
Total		12,21,90,32,131	10,18,31,31,007	83.338	10,10,73,03,516	7,58,27,491	99.255	0.745

Item No. 9 - Re-appointment of Mr. Nakul Anand as a Director, liable to retire by rotation, and also as Wholetime Director with effect from 3rd January, 2019.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,16,94,45,074	91.961	6,08,35,05,359	8,59,39,715	98.607	1.393
	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		6,16,94,45,074	91.961	6,08,35,05,359	8,59,39,715	98.607	1.393
Public - Non Institutions	E-Voting*	5,51,02,58,417	4,02,05,31,757	72.964	4,02,01,95,811	3,35,946	99.992	0.008
	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		4,02,05,31,757	72.964	4,02,01,95,811	3,35,946	99.992	0.008
Total		12,21,90,32,131	10,18,99,76,831	83.394	10,10,37,01,170	8,62,75,661	99.153	0.847



Item No. 10 - Re-appointment of Mr. Rajiv Tandon as a Director, liable to retire by rotation, and also as Wholetime Director with effect from 22nd July, 2019.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,03,77,67,580	89.998	5,94,85,86,108	8,91,81,472	98.523	1.477
	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		6,03,77,67,580	89.998	5,94,85,86,108	8,91,81,472	98.523	1.477
Public - Non Institutions	E-Voting*	5,51,02,58,417	4,02,07,58,963	72.969	4,02,05,36,547	2,22,416	99.994	0.006
	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		4,02,07,58,963	72.969	4,02,05,36,547	2,22,416	99.994	0.006
Total		12,21,90,32,131	10,05,85,26,543	82.319	9,96,91,22,655	8,94,03,888	99.111	0.889

Item No. 11 - Approval in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to the remuneration of Mr. Yogesh Chander Deveshwar as Chairman for the period from 1st April, 2019 to 4th February, 2020.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,03,47,44,003	89.953	4,59,53,80,042	1,43,93,63,961	76.149	23.851
	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		6,03,47,44,003	89.953	4,59,53,80,042	1,43,93,63,961	76.149	23.851
Public - Non Institutions	E-Voting*	5,51,02,58,417	3,88,23,24,710	70.456	3,84,28,31,657	3,94,93,053	98.983	1.017
	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		3,88,23,24,710	70.456	3,84,28,31,657	3,94,93,053	98.983	1.017
Total		12,21,90,32,131	9,91,70,68,713	81.161	8,43,82,11,699	1,47,88,57,014	85.088	14.912



Item No. 12 - Re-appointment of Mr. Yogesh Chander Deveshwar as Non-Executive Director, not liable to retire by rotation, and Chairman for the period from 5th February, 2020 to 3rd February, 2022.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,03,48,64,003	89.955	4,99,42,95,948	1,04,05,68,055	82.757	17.243
	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		6,03,48,64,003	89.955	4,99,42,95,948	1,04,05,68,055	82.757	17.243
Public - Non Institutions	E-Voting*	5,51,02,58,417	3,90,49,54,068	70.867	3,87,64,02,043	2,85,52,025	99.269	0.731
	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		3,90,49,54,068	70.867	3,87,64,02,043	2,85,52,025	99.269	0.731
Total		12,21,90,32,131	9,93,98,18,071	81.347	8,87,06,97,991	1,06,91,20,080	89.244	10.756

Item No. 13 - Approval in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to the continuation of Mr. Sahibzada Syed Habib-ur-Rehman as an Independent Director for the period from 20th March, 2019 to 14th September, 2019.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,11,85,89,247	91.203	6,07,59,95,696	4,25,93,551	99.304	0.696
	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		6,11,85,89,247	91.203	6,07,59,95,696	4,25,93,551	99.304	0.696
Public - Non Institutions	E-Voting*	5,51,02,58,417	4,02,06,02,440	72.966	4,02,03,80,609	2,21,831	99.994	0.006
	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		4,02,06,02,440	72.966	4,02,03,80,609	2,21,831	99.994	0.006
Total		12,21,90,32,131	10,13,91,91,687	82.979	10,09,63,76,305	4,28,15,382	99.578	0.422



Item No. 14 - Re-appointment of Mr. Shilabhadra Banerjee as an Independent Director with effect from 30th July, 2019.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,11,85,89,247	91.203	6,06,04,06,509	5,81,82,738	99.049	0.951
	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		6,11,85,89,247	91.203	6,06,04,06,509	5,81,82,738	99.049	0.951
Public - Non Institutions	E-Voting*	5,51,02,58,417	4,02,05,35,813	72.965	4,01,16,92,308	88,43,505	99.780	0.220
	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		4,02,05,35,813	72.965	4,01,16,92,308	88,43,505	99.780	0.220
Total		12,21,90,32,131	10,13,91,25,060	82.978	10,07,20,98,817	6,70,26,243	99.339	0.661

Item No. 15 - 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 1st April, 2019.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,11,85,89,247	91.203	6,06,86,78,475	4,99,10,772	99.184	0.816
	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		6,11,85,89,247	91.203	6,06,86,78,475	4,99,10,772	99.184	0.816
Public - Non Institutions	E-Voting*	5,51,02,58,417	3,99,81,71,407	72.559	3,99,69,97,365	11,74,042	99.971	0.029
	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		3,99,81,71,407	72.559	3,99,69,97,365	11,74,042	99.971	0.029
Total		12,21,90,32,131	10,11,67,60,654	82.795	10,06,56,75,840	5,10,84,814	99.495	0.505



Item No. 16 - Ratification of remuneration of Mr. P. Raju Iyer, Cost Auditor, for the financial year 2018-19.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,14,07,52,712	91.533	6,13,06,10,678	1,01,42,034	99.835	0.165
	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		6,14,07,52,712	91.533	6,13,06,10,678	1,01,42,034	99.835	0.165
Public - Non Institutions	E-Voting*	5,51,02,58,417	4,02,05,99,847	72.966	4,02,03,33,008	2,66,839	99.993	0.007
	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		4,02,05,99,847	72.966	4,02,03,33,008	2,66,839	99.993	0.007
Total		12,21,90,32,131	10,16,13,52,559	83.160	10,15,09,43,686	1,04,08,873	99.898	0.102

Item No. 17 - Ratification of remuneration of Messrs. Shome & Banerjee, Cost Auditors, for the financial year 2018-19.

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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,70,87,73,714	6,14,07,52,712	91.533	6,13,06,10,678	1,01,42,034	99.835	0.165
	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		6,14,07,52,712	91.533	6,13,06,10,678	1,01,42,034	99.835	0.165
Public - Non Institutions	E-Voting*	5,51,02,58,417	4,02,07,11,646	72.968	4,02,06,03,249	1,08,397	99.997	0.003
	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		4,02,07,11,646	72.968	4,02,06,03,249	1,08,397	99.997	0.003
Total		12,21,90,32,131	10,16,14,64,358	83.161	10,15,12,13,927	1,02,50,431	99.899	0.101

* aggregate of votes cast through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and e-voting at the AGM venue.

All the Resolutions for consideration at the 107th AGM in respect of the items set out in the Notice dated 16th May, 2018, have been passed by the Members by the requisite majority through remote e-voting and e-voting at the AGM venue.



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
ITC Limited

107th Annual General Meeting of the Members of ITC Limited (the Company) held on Friday, 27th July, 2018 at Science City, Main Auditorium, JBS Haldane Avenue, Kolkata 700 046

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 16th May, 2018 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 at the 107th 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 at the AGM venue, 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. 20th July, 2018 were entitled to cast their votes by remote e-voting or e-voting at the AGM venue.
3. Voting through remote e-voting commenced at 9.00 a.m. on 23rd July, 2018 and ended at 5.00 p.m. on 26th July, 2018, when remote e-voting was blocked by NSDL.
4. Facility of e-voting was provided at the AGM venue to those Members who did not cast their votes by remote e-voting prior to the AGM.

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RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

5. After conclusion of voting at the venue, the votes cast through e-voting at the AGM venue and remote e-voting were unblocked the same day at 12.15 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.
6. Based on the reports generated from NSDL's e-voting website 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 31st March, 2018, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,403	9,90,07,70,620	66	1,05,99,496	4,469	9,91,13,70,116	99.995
Voted against the resolution	15	4,88,391	1	64	16	4,88,455	0.005
Invalid votes	-	-	-	-	-	-	-

Item No. 2 – Ordinary Resolution

Declaration of dividend for the financial year ended 31st March, 2018.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,464	10,15,71,54,868	65	1,06,00,207	4,529	10,16,77,55,075	100.00
Voted against the resolution	21	2,598	3	73	24	2,671
Invalid votes	-	-	-	-	-	-	-

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Item No. 3 – Ordinary Resolution

Appointment of Mr. Nakul Anand who retires by rotation and offers himself for re-election.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,234	10,07,72,40,544	66	1,06,00,208	4,300	10,08,78,40,752	98.995
Voted against the resolution	224	10,24,29,343	2	72	226	10,24,29,415	1.005
Invalid votes	-	-	-	-	-	-	-

Item No. 4 – Ordinary Resolution

Appointment of Mr. Sanjiv Puri who retires by rotation and offers himself for re-election.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,284	10,13,50,69,333	66	1,06,00,208	4,350	10,14,56,69,541	99.562
Voted against the resolution	163	4,46,16,306	2	72	165	4,46,16,378	0.438
Invalid votes	-	-	-	-	-	-	-

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Item No. 5 – Ordinary Resolution

Ratification of appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants, as Auditors, from the conclusion of the 107th AGM till the conclusion of the 108th AGM and approval to their remuneration for the financial year 2018-19.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,113	9,58,63,03,378	66	1,06,00,208	4,179	9,59,69,03,586	97.273
Voted against the resolution	278	26,90,86,158	2	72	280	26,90,86,230	2.727
Invalid votes	-	-	-	-	-	-	-

SPECIAL BUSINESS

Item No. 6 – Ordinary Resolution

Appointment of Mr. John Pulinthanam as a Director, liable to retire by rotation.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,219	10,09,76,40,293	65	1,06,00,207	4,284	10,10,82,40,500	99.197
Voted against the resolution	194	8,18,64,715	3	73	197	8,18,64,788	0.803
Invalid votes	-	-	-	-	-	-	-

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Item No. 7 – Ordinary Resolution

Re-designation of Mr. Sanjiv Puri as Managing Director with effect from 16th May, 2018.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,272	10,15,91,20,284	66	1,06,00,208	4,338	10,16,97,20,492	99.797
Voted against the resolution	141	2,07,19,682	2	72	143	2,07,19,754	0.203
Invalid votes	-	-	-	-	-	-	-

Item No. 8 – Ordinary Resolution

Re-appointment of Mr. Sanjiv Puri as a Director, not liable to retire by rotation, and also as Managing Director with effect from 22nd July, 2019.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,207	10,09,67,03,308	66	1,06,00,208	4,273	10,10,73,03,516	99.255
Voted against the resolution	206	7,58,27,419	2	72	208	7,58,27,491	0.745
Invalid votes	-	-	-	-	-	-	-

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Item No. 9 – Ordinary Resolution

Re-appointment of Mr. Nakul Anand as a Director, liable to retire by rotation, and also as Wholetime Director with effect from 3rd January, 2019.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,184	10,09,31,00,962	66	1,06,00,208	4,250	10,10,37,01,170	99.153
Voted against the resolution	224	8,62,75,589	2	72	226	8,62,75,661	0.847
Invalid votes	-	-	-	-	-	-	-

Item No. 10 – Ordinary Resolution

Re-appointment of Mr. Rajiv Tandon as a Director, liable to retire by rotation, and also as Wholetime Director with effect from 22nd July, 2019.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,156	9,95,85,22,448	65	1,06,00,207	4,221	9,96,91,22,655	99.111
Voted against the resolution	206	8,94,03,815	3	73	209	8,94,03,888	0.889
Invalid votes	-	-	-	-	-	-	-

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Item No. 11 – Special Resolution

Approval in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to the remuneration of Mr. Yogesh Chander Deveshwar as Chairman for the period from 1st April, 2019 to 4th February, 2020.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	3,529	8,42,76,11,491	66	1,06,00,208	3,595	8,43,82,11,699	85.088
Voted against the resolution	799	1,47,88,56,942	2	72	801	1,47,88,57,014	14.912
Invalid votes	-	-	-	-	-	-	-

Item No. 12 – Ordinary Resolution

Re-appointment of Mr. Yogesh Chander Deveshwar as Non-Executive Director, not liable to retire by rotation, and Chairman for the period from 5th February, 2020 to 3rd February, 2022.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	3,679	8,86,00,97,783	66	1,06,00,208	3,745	8,87,06,97,991	89.244
Voted against the resolution	695	1,06,91,20,008	2	72	697	1,06,91,20,080	10.756
Invalid votes	-	-	-	-	-	-	-

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Item No. 13 – Special Resolution

Approval in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to the continuation of Mr. Sahibzada Syed Habib-ur-Rehman as an Independent Director for the period from 20th March, 2019 to 14th September, 2019.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,181	10,08,57,76,098	65	1,06,00,207	4,246	10,09,63,76,305	99.578
Voted against the resolution	191	4,28,15,309	3	73	194	4,28,15,382	0.422
Invalid votes	-	-	-	-	-	-	-

Item No. 14 – Special Resolution

Re-appointment of Mr. Shilabhadra Banerjee as an Independent Director with effect from 30th July, 2019.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,190	10,06,14,98,609	66	1,06,00,208	4,256	10,07,20,98,817	99.339
Voted against the resolution	169	6,70,26,171	2	72	171	6,70,26,243	0.661
Invalid votes	-	-	-	-	-	-	-

na.

Item No. 15 – Ordinary Resolution

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 1st April, 2019.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,041	10,05,50,75,632	66	1,06,00,208	4,107	10,06,56,75,840	99.495
Voted against the resolution	291	5,10,84,742	2	72	293	5,10,84,814	0.505
Invalid votes	-	-	-	-	-	-	-

Item No. 16 – Ordinary Resolution

Ratification of remuneration of Mr. P. Raju Iyer, Cost Auditor, for the financial year 2018-19.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,248	10,14,03,43,478	66	1,06,00,208	4,314	10,15,09,43,686	99.898
Voted against the resolution	143	1,04,08,801	2	72	145	1,04,08,873	0.102
Invalid votes	-	-	-	-	-	-	-

na.

RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

Item No. 17 – Ordinary Resolution

Ratification of remuneration of Messrs. Shome & Banerjee, Cost Auditors, for the financial year 2018-19.

	Remote e-voting		E-voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	4,257	10,14,06,13,719	66	1,06,00,208	4,323	10,15,12,13,927	99.899
Voted against the resolution	154	1,02,50,359	2	72	156	1,02,50,431	0.101
Invalid votes	-	-	-	-	-	-	-

Yours faithfully,



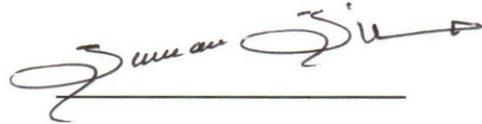
(R. L. Auddy)
SCRUTINIZER

Place : Kolkata
Date : 27th July, 2018

We the undersigned have witnessed that the votes cast through remote e-voting and e-voting at the AGM venue were unblocked from NSDL's e-voting website www.evoting.nsdl.com in our presence on 27th July, 2018 at 12.15 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
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