

113th Annual General Meeting (AGM) of ITC Limited - Details of Voting Results

Date of the AGM	26 th July, 2024
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote - 19 th July, 2024)	36,59,686
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 582

Agenda-wise disclosure

ORDINARY BUSINESS

Item No. 1 - Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2024, 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
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-Voting*	10,58,47,47,498	10,27,01,25,776	97.0276	10,26,98,25,945	2,99,831	99.9971	0.0029
	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		10,27,01,25,776	97.0276	10,26,98,25,945	2,99,831	99.9971	0.0029
Public - Non Institutions	E-Voting*	11,91,11,26,353	4,41,27,709	2.3090	4,40,39,244	88,465	99.7995	0.2005
	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		4,41,27,709	2.3090	4,40,39,244	88,465	99.7995	0.2005
Total		12,49,58,73,851	10,31,42,53,485	82.5413	10,31,38,65,189	3,88,296	99.9962	0.0038



Item No. 2 - Confirmation of Interim Dividend and declaration of Final Dividend for the financial year ended 31st March, 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) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
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*	10,58,47,47,498	10,33,24,05,939	97.6160	10,33,24,05,939	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
	Total		10,33,24,05,939	97.6160	10,33,24,05,939	0	100.0000	0.0000
Public - Non Institutions	E-Voting*	1,91,11,26,353	4,41,89,489	2.3122	4,40,87,106	1,02,383	99.7683	0.2317
	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		4,41,89,489	2.3122	4,40,87,106	1,02,383	99.7683	0.2317
Total		12,49,58,73,851	10,37,65,95,428	83.0402	10,37,64,93,045	1,02,383	99.9990	0.0010

Item No. 3 - Appointment of Mr. Sunil Panray 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) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
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*	10,58,47,47,498	10,33,12,64,424	97.6052	9,99,42,86,053	33,69,78,371	96.7383	3.2617
	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		10,33,12,64,424	97.6052	9,99,42,86,053	33,69,78,371	96.7383	3.2617
Public - Non Institutions	E-Voting*	1,91,11,26,353	4,41,33,745	2.3093	4,33,59,372	7,74,373	98.2454	1.7546
	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		4,41,33,745	2.3093	4,33,59,372	7,74,373	98.2454	1.7546
Total		12,49,58,73,851	10,37,53,98,169	83.0306	10,03,76,45,425	33,77,52,744	96.7447	3.2553



Item No. 4 - Appointment of Mr. Supratim Dutta 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) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
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*	10,58,47,47,498	10,33,14,18,024	97.6067	10,11,48,00,292	21,66,17,732	97.9033	2.0967
	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		10,33,14,18,024	97.6067	10,11,48,00,292	21,66,17,732	97.9033	2.0967
Public - Non Institutions	E-Voting*	1,91,11,26,353	4,40,89,122	2.3070	4,36,94,500	3,94,622	99.1049	0.8951
	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		4,40,89,122	2.3070	4,36,94,500	3,94,622	99.1049	0.8951
Total		12,49,58,73,851	10,37,55,07,146	83.0315	10,15,84,94,792	21,70,12,354	97.9084	2.0916

Item No. 5 - Re-appointment of Messrs. S R B C & CO LLP, Chartered Accountants, as the Auditors of the Company from the conclusion of the 113th AGM till the conclusion of the 118th AGM, and approval to their remuneration for 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) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
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*	10,58,47,47,498	10,33,15,59,819	97.6080	10,30,80,31,426	2,35,28,393	99.7723	0.2277
	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		10,33,15,59,819	97.6080	10,30,80,31,426	2,35,28,393	99.7723	0.2277
Public - Non Institutions	E-Voting*	1,91,11,26,353	4,41,37,325	2.3095	4,39,52,370	1,84,955	99.5810	0.4190
	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		4,41,37,325	2.3095	4,39,52,370	1,84,955	99.5810	0.4190
Total		12,49,58,73,851	10,37,56,97,144	83.0330	10,35,19,83,796	2,37,13,348	99.7715	0.2285



SPECIAL BUSINESS

Item No. 6 - Appointment of Dr. Alok Pande as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 27th July, 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
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-Voting*	10,58,47,47,498	10,33,14,18,024	97.6067	10,05,43,68,823	27,70,49,201	97.3184	2.6816
	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
	Total		10,33,14,18,024	97.6067	10,05,43,68,823	27,70,49,201	97.3184	2.6816
Public - Non Institutions	E-Voting*	1,91,11,26,353	4,40,83,454	2.3067	4,34,24,846	6,58,608	98.5060	1.4940
	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		4,40,83,454	2.3067	4,34,24,846	6,58,608	98.5060	1.4940
Total		12,49,58,73,851	10,37,55,01,478	83.0314	10,09,77,93,669	27,77,07,809	97.3234	2.6766

Item No. 7 - Re-appointment of Mr. Sunil Panray as a Non-Executive Director of the Company, liable to retire by rotation, for a period of five years with effect from 20th December, 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
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-Voting*	10,58,47,47,498	10,33,14,18,024	97.6067	9,99,51,09,351	33,63,08,673	96.7448	3.2552
	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		10,33,14,18,024	97.6067	9,99,51,09,351	33,63,08,673	96.7448	3.2552
Public - Non Institutions	E-Voting*	1,91,11,26,353	4,40,72,835	2.3061	4,32,68,582	8,04,253	98.1752	1.8248
	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		4,40,72,835	2.3061	4,32,68,582	8,04,253	98.1752	1.8248
Total		12,49,58,73,851	10,37,54,90,859	83.0313	10,03,83,77,933	33,71,12,926	96.7509	3.2491



Item No. 8 - Variation in the terms of remuneration payable to Mr. Sumant Bhargavan, Wholetime Director, with effect from 1st October, 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
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-Voting*	10,58,47,47,498	10,33,14,18,024	97.6067	10,31,87,77,493	1,26,40,531	99.8776	0.1224
	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		10,33,14,18,024	97.6067	10,31,87,77,493	1,26,40,531	99.8776	0.1224
Public - Non Institutions	E-Voting*	1,91,11,26,353	4,39,32,687	2.2988	4,31,72,584	7,60,103	98.2698	1.7302
	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		4,39,32,687	2.2988	4,31,72,584	7,60,103	98.2698	1.7302
Total		12,49,58,73,851	10,37,53,50,711	83.0302	10,36,19,50,077	1,34,00,634	99.8708	0.1292

Item No. 9 - Variation in the terms of remuneration payable to Mr. Supratim Dutta, Wholetime Director, with effect from 1st October, 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
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-Voting*	10,58,47,47,498	10,33,14,18,024	97.6067	10,31,87,77,493	1,26,40,531	99.8776	0.1224
	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		10,33,14,18,024	97.6067	10,31,87,77,493	1,26,40,531	99.8776	0.1224
Public - Non Institutions	E-Voting*	1,91,11,26,353	4,40,01,707	2.3024	4,31,38,499	8,63,208	98.0382	1.9618
	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		4,40,01,707	2.3024	4,31,38,499	8,63,208	98.0382	1.9618
Total		12,49,58,73,851	10,37,54,19,731	83.0308	10,36,19,15,992	1,35,03,739	99.8698	0.1302



Item No. 10 - Variation in the terms of remuneration payable to Mr. Hemant Malik, Wholetime Director, with effect from 1st October, 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) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
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*	10,58,47,47,498	10,33,14,18,024	97.6067	10,31,87,77,493	1,26,40,531	99.8776	0.1224
	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		10,33,14,18,024	97.6067	10,31,87,77,493	1,26,40,531	99.8776	0.1224
Public - Non Institutions	E-Voting*	1,91,11,26,353	4,37,93,178	2.2915	4,31,78,325	6,14,853	98.5960	1.4040
	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		4,37,93,178	2.2915	4,31,78,325	6,14,853	98.5960	1.4040
Total		12,49,58,73,851	10,37,52,11,202	83.0291	10,36,19,55,818	1,32,55,384	99.8722	0.1278

Item No. 11 - Re-appointment of Mr. Sumant Bhargavan as a Director, liable to retire by rotation, and also as a Wholetime Director of the Company for a period of two years with effect from 12th July, 2025, 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) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
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*	10,58,47,47,498	10,33,14,18,024	97.6067	10,06,41,49,068	26,72,68,956	97.4130	2.5870
	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		10,33,14,18,024	97.6067	10,06,41,49,068	26,72,68,956	97.4130	2.5870
Public - Non Institutions	E-Voting*	1,91,11,26,353	4,40,22,461	2.3035	4,36,42,002	3,80,459	99.1358	0.8642
	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		4,40,22,461	2.3035	4,36,42,002	3,80,459	99.1358	0.8642
Total		12,49,58,73,851	10,37,54,40,485	83.0309	10,10,77,91,070	26,76,49,415	97.4204	2.5796



Item No. 12 - Re-appointment of Mr. Supratim Dutta 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 22nd July, 2025, 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
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-Voting*	10,58,47,47,498	10,33,14,18,024	97.6067	10,08,01,52,716	25,12,65,308	97.5679	2.4321
	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		10,33,14,18,024	97.6067	10,08,01,52,716	25,12,65,308	97.5679	2.4321
Public - Non Institutions	E-Voting*	1,91,11,26,353	4,40,11,153	2.3029	4,34,52,493	5,58,660	98.7306	1.2694
	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		4,40,11,153	2.3029	4,34,52,493	5,58,660	98.7306	1.2694
Total		12,49,58,73,851	10,37,54,29,177	83.0308	10,12,36,05,209	25,18,23,968	97.5729	2.4271

Item No. 13 - Entering into Related Party Transactions with British American Tobacco (GLP) Limited, United Kingdom, during the financial year 2025-26.

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
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-Voting*	10,58,47,47,498	6,45,84,73,891	61.0168	6,45,84,73,891	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
	Total		6,45,84,73,891	61.0168	6,45,84,73,891	0	100.0000	0.0000
Public - Non Institutions	E-Voting*	1,91,11,26,353	3,75,06,787	1.9625	3,73,02,384	2,04,403	99.4550	0.5450
	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		3,75,06,787	1.9625	3,73,02,384	2,04,403	99.4550	0.5450
Total		12,49,58,73,851	6,49,59,80,678	51.9850	6,49,57,76,275	2,04,403	99.9969	0.0031

* 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. 14 - Ratification of remuneration of Messrs. ABK & Associates, Cost Auditors, for 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
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-Voting*	10,58,47,498	10,32,97,74,176	97.5911	10,32,97,74,176	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
	Total		10,32,97,74,176	97.5911	10,32,97,74,176	0	100.0000	0.0000
Public - Non Institutions	E-Voting*	1,91,11,26,353	4,40,60,819	2.3055	4,38,06,145	2,54,674	99.4220	0.5780
	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		4,40,60,819	2.3055	4,38,06,145	2,54,674	99.4220	0.5780
Total		12,49,58,73,851	10,37,38,34,995	83.0181	10,37,35,80,321	2,54,674	99.9975	0.0025

Item No. 15 - Ratification of remuneration of Messrs. S. Mahadevan & Co., Cost Auditors, for 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
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-Voting*	10,58,47,47,498	10,32,97,74,176	97.5911	10,32,97,74,176	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
	Total		10,32,97,74,176	97.5911	10,32,97,74,176	0	100.0000	0.0000
Public - Non Institutions	E-Voting*	1,91,11,26,353	4,40,85,577	2.3068	4,38,26,844	2,58,733	99.4131	0.5869
	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		4,40,85,577	2.3068	4,38,26,844	2,58,733	99.4131	0.5869
Total		12,49,58,73,851	10,37,38,59,753	83.0183	10,37,36,01,020	2,58,733	99.9975	0.0025

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

All the Resolutions for consideration at the 113th AGM in respect of the items set out in the Notice dated 23rd May, 2024, have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.



RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

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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

113th Annual General Meeting of the Members of ITC Limited (the Company) held on Friday, 26th July, 2024 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 23rd May, 2024 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 113th 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. 19th July, 2024, 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. (IST) on 22nd July, 2024 and ended at 5.00 p.m. (IST) on 25th July, 2024, 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 1.55 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, 2024, 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	8,821	1031,07,78,504	45	30,86,685	8,866	1031,38,65,189	99.996
Voted against the resolution	91	3,85,751	2	2,545	93	3,88,296	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 for the financial year ended 31st March, 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	8,824	1037,34,04,815	46	30,88,230	8,870	1037,64,93,045	99.999
Voted against the resolution	91	1,01,383	1	1,000	92	1,02,383	0.001
Invalid votes	0	0	0	0	0	0	0

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Item No. 3 – Ordinary Resolution

Appointment of Mr. Sunil Panray 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	8,175	1003,49,22,600	44	27,22,825	8,219	1003,76,45,425	96.745
Voted against the resolution	688	33,73,86,339	3	3,66,405	691	33,77,52,744	3.255
Invalid votes	0	0	0	0	0	0	0

Item No. 4 – Ordinary Resolution

Appointment of Mr. Supratim Dutta 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	8,254	1015,54,08,107	45	30,86,685	8,299	1015,84,94,792	97.908
Voted against the resolution	603	21,70,09,809	2	2,545	605	21,70,12,354	2.092
Invalid votes	0	0	0	0	0	0	0

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RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

Item No. 5 – Ordinary Resolution

Re-appointment of Messrs. S R B C & CO LLP, Chartered Accountants, as the Auditors of the Company from the conclusion of the 113th AGM till the conclusion of the 118th AGM, and approval to their remuneration for 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	8,608	1034,89,01,116	44	30,82,680	8,652	1035,19,83,796	99.771
Voted against the resolution	259	2,37,06,798	3	6,550	262	2,37,13,348	0.229
Invalid votes	0	0	0	0	0	0	0

SPECIAL BUSINESS

Item No. 6 – Ordinary Resolution

Appointment of Dr. Alok Pande as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 27th 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	8,265	1009,50,74,849	43	27,18,820	8,308	1009,77,93,669	97.323
Voted against the resolution	581	27,73,37,399	4	3,70,410	585	27,77,07,809	2.677
Invalid votes	0	0	0	0	0	0	0

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Item No. 7 – Ordinary Resolution

Re-appointment of Mr. Sunil Panray as a Non-Executive Director of the Company, liable to retire by rotation, for a period of five years with effect from 20th December, 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	8,183	1003,56,59,113	43	27,18,820	8,226	1003,83,77,933	96.751
Voted against the resolution	666	33,67,42,516	4	3,70,410	670	33,71,12,926	3.249
Invalid votes	0	0	0	0	0	0	0

Item No. 8 – Ordinary Resolution

Variation in the terms of remuneration payable to Mr. Sumant Bhargavan, Wholetime Director, with effect from 1st October, 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	8,426	1035,88,67,397	44	30,82,680	8,470	1036,19,50,077	99.871
Voted against the resolution	396	1,33,94,084	3	6,550	399	1,34,00,634	0.129
Invalid votes	0	0	0	0	0	0	0

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Item No. 9 – Ordinary Resolution

Variation in the terms of remuneration payable to Mr. Supratim Dutta, Wholetime Director, with effect from 1st October, 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	8,400	1035,87,91,455	46	31,24,537	8,446	1036,19,15,992	99.870
Voted against the resolution	407	1,35,01,194	2	2,545	409	1,35,03,739	0.130
Invalid votes	0	0	0	0	0	0	0

Item No. 10 – Ordinary Resolution

Variation in the terms of remuneration payable to Mr. Hemant Malik, Wholetime Director, with effect from 1st October, 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	8,394	1035,88,73,138	44	30,82,680	8,438	1036,19,55,818	99.872
Voted against the resolution	417	1,32,48,834	3	6,550	420	1,32,55,384	0.128
Invalid votes	0	0	0	0	0	0	0

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RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

Item No. 11 – Ordinary Resolution

Re-appointment of Mr. Sumant Bhargavan as a Director, liable to retire by rotation, and also as a Wholetime Director of the Company for a period of two years with effect from 12th July, 2025, 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	8,202	1010,47,04,385	45	30,86,685	8,247	1010,77,91,070	97.420
Voted against the resolution	624	26,76,46,870	2	2,545	626	26,76,49,415	2.580
Invalid votes	0	0	0	0	0	0	0

Item No. 12 – Ordinary Resolution

Re-appointment of Mr. Supratim Dutta 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 22nd July, 2025, 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	8,205	1012,05,18,524	45	30,86,685	8,250	1012,36,05,209	97.573
Voted against the resolution	616	25,18,21,423	2	2,545	618	25,18,23,968	2.427
Invalid votes	0	0	0	0	0	0	0

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RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

Item No. 13 – Ordinary Resolution

Entering into Related Party Transactions with British American Tobacco (GLP) Limited, United Kingdom, during the financial year 2025-26.

	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	8,491	649,26,93,595	44	30,82,680	8,535	649,57,76,275	99.997
Voted against the resolution	259	1,97,853	3	6,550	262	2,04,403	0.003
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.

Item No. 14 – Ordinary Resolution

Ratification of remuneration of Messrs. ABK & Associates, Cost Auditors, for 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	8,579	1037,04,93,636	45	30,86,685	8,624	1037,35,80,321	99.998
Voted against the resolution	245	2,52,129	2	2,545	247	2,54,674	0.002
Invalid votes	0	0	0	0	0	0	0

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RAMENDRA LAL AUDDY
SOLICITOR & ADVOCATE

Item No. 15 – Ordinary Resolution

Ratification of remuneration of Messrs. S. Mahadevan & Co., Cost Auditors, for 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	8,596	1037,05,18,340	44	30,82,680	8,640	1037,36,01,020	99.998
Voted against the resolution	242	2,52,183	3	6,550	245	2,58,733	0.002
Invalid votes	0	0	0	0	0	0	0

Yours faithfully,



(R. L. Auddy)
SCRUTINIZER

Place : Kolkata
Date : 26th July, 2024

We, the undersigned, have witnessed that the votes cast through remote e-voting and e-voting during the AGM were unblocked from NSDL's e-voting website www.evoting.nsdl.com in our presence on 26th July, 2024 at 1.55 p.m.



Name: Ms. A. Guhamallick
Address: Messrs. Sandersons & Morgans
5, N. S. Road
Kolkata 700 001



Name: Mr. S. Sil
Address: Messrs. Sandersons & Morgans
5, N. S. Road
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