



ITC Limited
Virginia House
37 J. L. Nehru Road
Kolkata 700 071, India
Tel. : 91 33 2288 9371
Fax : 91 33 2288 4016 / 1256 / 2259 / 2260

22nd July, 2016

The Manager
Listing Department
National Stock Exchange
of India Ltd.
Exchange Plaza,
Plot No. C-1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

The General Manager
Dept. of Corporate Services
BSE Limited
1st floor, New Trading Ring
Rotunda Building, P. J.
Towers
Dalal Street, Fort
Mumbai 400 001

The Secretary
The Calcutta Stock Exchange
Ltd.
7, Lyons Range
Kolkata 700 001

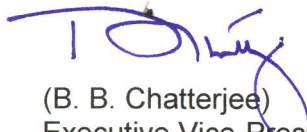
Dear Sirs,

105th Annual General Meeting

We enclose, in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a summary of the proceedings of the 105th Annual General Meeting (AGM) of the Company held on 22nd July, 2016, at Kolkata.

We would advise that all the Resolutions for approval at the 105th AGM, as set out in the Notice dated 20th May, 2016, have been passed by the Members by requisite majority. The Voting Results, in the prescribed format in terms of Regulation 44(3) of the Regulations, are also enclosed.

Yours faithfully,
ITC Limited


(B. B. Chatterjee)
Executive Vice-President &
Company Secretary

Encl. as above



cc: Securities Exchange Commission
Division of Corporate Finance
Office of International Corporate Finance
Mail Stop 3-9
450 Fifth Street
Washington DC 20549
U.S.A.

cc: Societe de la Bourse de Luxembourg
35A Boulevard Joseph II
L - 1840 Luxembourg

Summary of the proceedings of the 105th Annual General Meeting

The 105th Annual General Meeting (AGM) of the Members of ITC Limited was convened at 10.00 a.m. on Friday, 22nd July, 2016 at Science City, Main Auditorium, JBS Haldane Avenue, Kolkata 700 046 and concluded at 12.25 p.m.

- Mr. Y. C. Deveshwar, Chairman of the Company, chaired the Meeting. The business before the Meeting was taken up as the quorum was present, which remained present throughout the Meeting. 1,300 Members were present in person or through proxy at the Meeting.
- The Chairman delivered his Speech on the theme – 'ITC: Building an Exemplary Indian Enterprise'.
- The Chairman covered the items of Ordinary Business and Special Business before the Meeting, as listed under Serial Nos. 1 to 12 below. He gave the opportunity to the Members to ask questions or seek clarifications on the Agenda items; thereafter he responded to the queries / clarifications of Members.
- Facility of casting votes by remote e-voting was provided to Members from 18th July, 2016 at 9.00 a.m. to 21st July, 2016 at 5.00 p.m. E-voting facility was also provided at the Meeting venue.

The following items of business as per the Notice of the 105th AGM were transacted:

Ordinary Business

1. Adoption of the Financial Statements for the financial year ended 31st March, 2016, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors;
2. Declaration of dividend for the financial year ended 31st March, 2016;
3. Appointment of Mr. Nakul Anand who retires by rotation and offers himself for re-election;
4. Ratification of appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants, as Auditors, from the conclusion of this AGM till the conclusion of the 106th AGM and approval to their remuneration for the financial year 2016-17;

Special Business

5. Appointment of Mr. Sanjiv Puri as Director, liable to retire by rotation, and also as Wholetime Director with effect from 6th December, 2015;
6. Appointment of Mr. Rajiv Tandon as Director, liable to retire by rotation, and also as Wholetime Director with effect from 22nd January, 2016;
7. Appointment of Ms. Nirupama Rao as Independent Director with effect from 8th April, 2016;
8. Appointment of Mr. Yogesh Chander Deveshwar as Non-Executive Director, not liable to retire by rotation, and Chairman with effect from 5th February, 2017;
9. Variation in the terms of remuneration of the Wholetime Directors with effect from 1st April, 2016;



10. Remuneration by way of commission to the Non-Executive Directors, annually, for a period not exceeding three years, for each of the financial years commencing from 1st April, 2016;
11. Ratification of remuneration of Mr. P. Raju Iyer, Cost Auditor for 'Paper and Paperboard' and 'Nicotine Gum' products, for the financial year 2016-17;
12. Ratification of remuneration of Messrs. Shome & Banerjee, Cost Auditors for all applicable products of the Company other than 'Paper and Paperboard' and 'Nicotine Gum', for the financial year 2016-17.

All the Resolutions as per the agenda of the 105th AGM were passed by the Members by the requisite majority through remote e-voting and e-voting at the AGM venue.



105th Annual General Meeting (AGM) of ITC Limited - details of voting results

Date of the AGM	22 nd July, 2016
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote – 15 th July, 2016)	5,43,628
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable 1,300
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 for the financial year ended 31st March, 2016, 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 groups 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) = $\frac{[(2)/(1)] \times 100}{100}$	(4)	(5)	(6) = $\frac{[(4)/(2)] \times 100}{100}$	(7) = $\frac{[(5)/(2)] \times 100}{100}$
Promoter and Promoter Group	E-Voting*	-	-	-	-	-	-	-
	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		-	-	-	-	-	-
Public - Institutions	E-Voting*	671,53,53,025	611,76,71,890	91.0998	611,70,79,726	5,92,164	99.9903	0.0097
	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		611,76,71,890	91.0998	611,70,79,726	5,92,164	99.9903	0.0097
Public - Non Institutions	E-Voting*	536,46,18,276	375,48,68,195	69.9932	375,48,27,232	40,963	99.9989	0.0011
	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		375,48,68,195	69.9932	375,48,27,232	40,963	99.9989	0.0011
Total		1207,99,71,301	987,25,40,085	81.7265	987,19,06,958	6,33,127	99.9936	0.0064



Item No. 2 - Declaration of dividend for the financial year ended 31st March, 2016.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter groups 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*		-	-	-	-	-	-
	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		-	-	-	-	-	-
Public - Institutions	E-Voting*	671,53,53,025	616,11,97,281	91.7479	616,11,97,281	-	100.00	0.00
	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		616,11,97,281	91.7479	616,11,97,281	-	100.00	0.00
Public - Non Institutions	E-Voting*	536,46,18,276	375,80,68,157	70.054	375,80,66,528	1629	99.9999	0.0001
	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		375,80,68,157	70.054	375,80,66,528	1629	99.9999	0.0001
Total		1207,99,71,301	991,92,65,438	82.113	991,92,63,809	1,629	99.9999	0.0001

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 groups 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*		-	-	-	-	-	-
	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		-	-	-	-	-	-
Public - Institutions	E-Voting*	671,53,53,025	613,33,05,080	91.3326	608,45,91,740	4,87,13,340	99.2058	0.7942
	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		613,33,05,080	91.3326	608,45,91,740	4,87,13,340	99.2058	0.7942
Public - Non Institutions	E-Voting*	536,46,18,276	375,78,48,526	70.050	375,75,81,866	2,66,660	99.9929	0.0071
	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		375,78,48,526	70.050	375,75,81,866	2,66,660	99.9929	0.0071
Total		1207,99,71,301	989,11,53,606	81.881	984,21,73,606	4,89,80,000	99.5048	0.4952



Item No. 4 - Ratification of appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants, as Auditors, from the conclusion of this AGM till the conclusion of the 106th AGM and approval to their remuneration for the financial year 2016-17.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter groups 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*	-	-	-	-	-	-	-
	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		-	-	-	-	-	-
Public - Institutions	E-Voting*	671,53,53,025	611,25,82,661	91.0240	597,78,36,994	13,47,45,667	97.7956	2.2044
	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		611,25,82,661	91.0240	597,78,36,994	13,47,45,667	97.7956	2.2044
Public - Non Institutions	E-Voting*	536,46,18,276	375,79,20,530	70.051	375,78,39,089	81,441	99.9978	0.0022
	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		375,79,20,530	70.051	375,78,39,089	81,441	99.9978	0.0022
Total		1207,99,71,301	987,05,03,191	81.710	973,56,76,083	13,48,27,108	98.6340	1.3660

SPECIAL BUSINESS

Item No. 5 - Appointment of Mr. Sanjiv Puri as Director, liable to retire by rotation, and also as Wholetime Director with effect from 6th December, 2015.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter groups 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*	-	-	-	-	-	-	-
	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		-	-	-	-	-	-
Public - Institutions	E-Voting*	671,53,53,025	614,71,20,921	91.5383	610,54,75,702	4,16,45,219	99.3225	0.6775
	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		614,71,20,921	91.5383	610,54,75,702	4,16,45,219	99.3225	0.6775
Public - Non Institutions	E-Voting*	536,46,18,276	375,79,21,855	70.051	375,77,84,495	1,37,360	99.9963	0.0037
	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		375,79,21,855	70.051	375,77,84,495	1,37,360	99.9963	0.0037
Total		1207,99,71,301	990,50,42,776	81.996	986,32,60,197	4,17,82,579	99.5782	0.4218

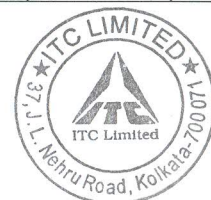


Item No. 6 - Appointment of Mr. Rajiv Tandon as Director, liable to retire by rotation, and also as Wholtime Director with effect from 22nd January, 2016.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter groups 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*	-	-	-	-	-	-	-
	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		-	-	-	-	-	-
Public - Institutions	E-Voting*	671,53,53,025	614,71,20,921	91.5383	610,54,63,702	4,16,57,219	99.3223	0.6777
	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		614,71,20,921	91.5383	610,54,63,702	4,16,57,219	99.3223	0.6777
Public - Non Institutions	E-Voting*	536,46,18,276	375,79,06,432	70.051	375,77,48,314	1,58,118	99.9958	0.0042
	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		375,79,06,432	70.051	375,77,48,314	1,58,118	99.9958	0.0042
Total		1207,99,71,301	990,50,27,353	81.995	986,32,12,016	4,18,15,337	99.5778	0.4222

Item No. 7 - Appointment of Ms. Nirupama Rao as Independent Director with effect from 8th April, 2016.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter groups 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*	-	-	-	-	-	-	-
	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		-	-	-	-	-	-
Public - Institutions	E-Voting*	671,53,53,025	614,71,20,921	91.5383	614,66,51,547	4,69,374	99.9924	0.0076
	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		614,71,20,921	91.5383	614,66,51,547	4,69,374	99.9924	0.0076
Public - Non Institutions	E-Voting*	536,46,18,276	375,79,15,935	70.051	375,77,85,068	1,30,867	99.9965	0.0035
	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		375,79,15,935	70.051	375,77,85,068	1,30,867	99.9965	0.0035
Total		1207,99,71,301	990,50,36,856	81.996	990,44,36,615	6,00,241	99.9939	0.0061

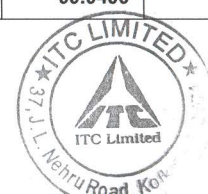


Item No. 8 - Appointment of Mr. Yogesh Chander Deveshwar as Non-Executive Director, not liable to retire by rotation, and Chairman with effect from 5th February, 2017.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	E-Voting*	-	-	-	-	-	-	-
	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		-	-	-	-	-	-
Public - Institutions	E-Voting*	671,53,53,025	610,77,76,220	90.9524	599,23,41,524	11,54,34,696	98.1100	1.8900
	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		610,77,76,220	90.9524	599,23,41,524	11,54,34,696	98.1100	1.8900
Public - Non Institutions	E-Voting*	536,46,18,276	375,80,27,678	70.053	375,79,18,769	1,08,909	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		375,80,27,678	70.053	375,79,18,769	1,08,909	99.9971	0.0029
Total		1207,99,71,301	986,58,03,898	81.671	975,02,60,293	11,55,43,605	98.8288	1.1712

Item No. 9 - Variation in the terms of remuneration of the Wholetime Directors with effect from 1st April, 2016.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	E-Voting*	-	-	-	-	-	-	-
	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		-	-	-	-	-	-
Public - Institutions	E-Voting*	671,53,53,025	614,71,20,921	91.5383	614,21,50,594	49,70,327	99.9191	0.0809
	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		614,71,20,921	91.5383	614,21,50,594	49,70,327	99.9191	0.0809
Public - Non Institutions	E-Voting*	536,46,18,276	375,79,17,662	70.051	375,74,73,983	4,43,679	99.9882	0.0118
	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		375,79,17,662	70.051	375,74,73,983	4,43,679	99.9882	0.0118
Total		1207,99,71,301	990,50,38,583	81.996	989,96,24,577	54,14,006	99.9453	0.0547



Item No. 10 - Remuneration by way of commission to the Non-Executive Directors, annually, for a period not exceeding three years, for each of the financial years commencing from 1st April, 2016.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*		-	-	-	-	-	-
	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		-	-	-	-	-	-
Public - Institutions	E-Voting*	671,53,53,025	614,18,32,594	91.4596	613,52,30,084	66,02,510	99.8925	0.1075
	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		614,18,32,594	91.4596	613,52,30,084	66,02,510	99.8925	0.1075
Public - Non Institutions	E-Voting*	536,46,18,276	375,78,88,346	70.051	375,68,30,744	10,57,602	99.9719	0.0281
	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		375,78,88,346	70.051	375,68,30,744	10,57,602	99.9719	0.0281
Total		1207,99,71,301	989,97,20,940	81.952	989,20,60,828	76,60,112	99.9226	0.0774

Item No. 11 - Ratification of remuneration of Mr. P. Raju Iyer, Cost Auditor for 'Paper and Paperboard' and 'Nicotine Gum' products, for the financial year 2016-17.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*		-	-	-	-	-	-
	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		-	-	-	-	-	-
Public - Institutions	E-Voting*	671,53,53,025	616,11,97,281	91.7479	615,39,24,128	72,73,153	99.8820	0.1180
	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		616,11,97,281	91.7479	615,39,24,128	72,73,153	99.8820	0.1180
Public - Non Institutions	E-Voting*	536,46,18,276	375,78,73,456	70.050	375,77,53,431	1,20,025	99.9968	0.0032
	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		375,78,73,456	70.050	375,77,53,431	1,20,025	99.9968	0.0032
Total		1207,99,71,301	991,90,70,737	82.112	991,16,77,559	73,93,178	99.9255	0.0745



Item No. 12 - Ratification of remuneration of Messrs. Shome & Banerjee, Cost Auditors for all applicable products of the Company other than 'Paper and Paperboard' and 'Nicotine Gum', for the financial year 2016-17.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting*		-	-	-	-	-	-
	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		-	-	-	-	-	-
Public - Institutions	E-Voting*	671,53,53,025	616,11,97,281	91.7479	615,39,24,128	72,73,153	99.8820	0.1180
	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		616,11,97,281	91.7479	615,39,24,128	72,73,153	99.8820	0.1180
Public - Non Institutions	E-Voting*	536,46,18,276	375,79,22,098	70.051	375,71,11,705	8,10,393	99.9784	0.0216
	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		375,79,22,098	70.051	375,71,11,705	8,10,393	99.9784	0.0216
Total		1207,99,71,301	991,91,19,379	82.112	991,10,35,833	80,83,546	99.9185	0.0815

* 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, as set out in the Notice dated 20th May, 2016, were passed by the Members by requisite majority.



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

105th Annual General Meeting of the Members of ITC Limited ("the Company") held on Friday, 22nd July, 2016 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 20th May, 2016 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 105th Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM, do hereby submit my report as follows:-

1. All the Resolutions for approval 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. 15th July, 2016 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 18th July, 2016 and closed at 5.00 p.m. on 21st July, 2016, when remote e-voting was blocked by NSDL.

Handy

4. In respect of those Members present at the AGM who did not cast their votes by remote e-voting prior to the AGM, facility of e-voting was provided at the AGM venue.
5. After the conclusion of e-voting at the AGM venue, the votes cast through e-voting at the AGM venue and remote e-voting were unblocked the same day at 1.00 p.m. in the presence of 2 (two) witnesses, Ms. A. Guhamallick and Mr. N. Seal, 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 for the financial year ended 31st March, 2016, 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	3,020	986,36,12,663	106	82,94,295	3,126	987,19,06,958	99.9936
Voted against the resolution	16	6,21,607	1	11,520	17	6,33,127	0.0064
Invalid votes	-	-	-	-	-	-	-

Handwritten signature

Item No. 2 – Ordinary Resolution

Declaration of dividend for the financial year ended 31st March, 2016.

	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	3,079	991,09,58,024	106	83,05,785	3,185	991,92,63,809	99.9999
Voted against the resolution	7	1,599	1	30	8	1,629	0.0001
Invalid votes	-	-	-	-	-	-	-

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	2,927	983,38,68,100	106	83,05,506	3,033	984,21,73,606	99.5048
Voted against the resolution	132	4,89,79,691	1	309	133	4,89,80,000	0.4952
Invalid votes	-	-	-	-	-	-	-

Handwritten signature

Item No. 4 – Ordinary Resolution

Ratification of appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants, as Auditors, from the conclusion of this AGM till the conclusion of the 106th AGM and approval to their remuneration for the financial year 2016-17.

	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	2,839	972,73,70,418	106	83,05,665	2,945	973,56,76,083	98.6340
Voted against the resolution	170	13,48,26,958	1	150	171	13,48,27,108	1.3660
Invalid votes	-	-	-	-	-	-	-

Item No. 5 – Ordinary Resolution

Appointment of Mr. Sanjiv Puri as Director, liable to retire by rotation, and also as Wholetime Director with effect from 6th December, 2015.

	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	2,925	985,49,54,382	107	83,05,815	3,032	986,32,60,197	99.5782
Voted against the resolution	112	4,17,82,579	-	-	112	4,17,82,579	0.4218
Invalid votes	-	-	-	-	-	-	-

Handy

Item No. 6 – Ordinary Resolution

Appointment of Mr. Rajiv Tandon as Director, liable to retire by rotation, and also as Wholetime Director with effect from 22nd January, 2016.

	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	2,902	985,49,06,201	107	83,05,815	3,009	986,32,12,016	99.5778
Voted against the resolution	121	4,18,15,337	-	-	121	4,18,15,337	0.4222
Invalid votes	-	-	-	-	-	-	-

Item No. 7 – Ordinary Resolution

Appointment of Ms. Nirupama Rao as Independent Director with effect from 8th April, 2016.

	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	2,938	989,61,30,875	106	83,05,740	3,044	990,44,36,615	99.9939
Voted against the resolution	89	6,00,166	1	75	90	6,00,241	0.0061
Invalid votes	-	-	-	-	-	-	-

Handy

Item No. 8 – Ordinary Resolution

Appointment of Mr. Yogesh Chander Deveshwar as Non-Executive Director, not liable to retire by rotation, and Chairman with effect from 5th February, 2017.

	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	2,872	974,19,54,508	106	83,05,785	2,978	975,02,60,293	98.8288
Voted against the resolution	152	11,55,43,575	1	30	153	11,55,43,605	1.1712
Invalid votes	-	-	-	-	-	-	-

Item No. 9 – Ordinary Resolution

Variation in the terms of remuneration of the Wholetime Directors with effect from 1st April, 2016.

	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	2,831	989,13,18,867	105	83,05,710	2,936	989,96,24,577	99.9453
Voted against the resolution	188	54,13,901	2	105	190	54,14,006	0.0547
Invalid votes	-	-	-	-	-	-	-

Sanjay

Item No. 10 – Ordinary Resolution

Remuneration by way of commission to the Non-Executive Directors, annually, for a period not exceeding three years, for each of the financial years commencing from 1st April, 2016.

	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	2,813	988,44,48,718	103	76,12,110	2,916	989,20,60,828	99.9226
Voted against the resolution	204	69,66,407	4	6,93,705	208	76,60,112	0.0774
Invalid votes	-	-	-	-	-	-	-

Item No. 11 – Ordinary Resolution

Ratification of remuneration of Mr. P. Raju Iyer, Cost Auditor for 'Paper and Paperboard' and 'Nicotine Gum' products, for the financial year 2016-17.

	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	2,925	990,33,71,819	106	83,05,740	3,031	991,16,77,559	99.9255
Voted against the resolution	109	73,93,103	1	75	110	73,93,178	0.0745
Invalid votes	-	-	-	-	-	-	-

Handy

Ratification of remuneration of Messrs. Shome & Banerjee, Cost Auditors for all applicable products of the Company other than 'Paper and Paperboard' and 'Nicotine Gum', for the financial year 2016-17.

	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	2,948	990,34,23,543	105	76,12,290	3,053	991,10,35,833	99.9185
Voted against the resolution	109	73,90,021	2	6,93,525	111	80,83,546	0.0815
Invalid votes	-	-	-	-	-	-	-

Yours faithfully,

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

Place: Kolkata
Date: 22nd July, 2016

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 22nd July, 2016 at 1.00 p.m.

Anindita Guha Mallick

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

Nilabja Seal

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