



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

19th August, 2015

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

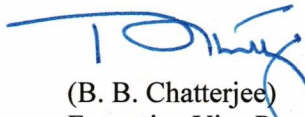
The Secretary
The Calcutta Stock
Exchange Ltd.
7, Lyons Range
Kolkata 700 001

Dear Sirs,

Annual General Meeting of the Company

Further to our letter dated 31st July, 2015 on the subject, we now enclose a copy of the Minutes of the proceedings of the 104th Annual General Meeting of the Company held on 31st July, 2015, at Kolkata.

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

ITC Limited

**MINUTES OF THE PROCEEDINGS OF THE HUNDRED AND FOURTH
ANNUAL GENERAL MEETING OF THE MEMBERS OF ITC LIMITED
HELD ON FRIDAY, 31ST JULY, 2015 AT SCIENCE CITY, MAIN
AUDITORIUM, JBS HALDANE AVENUE, KOLKATA 700 046
FROM 10.00 A.M. TO 1.15 P.M.**

PRESENT

DIRECTORS

: Mr. Y. C. Deveshwar (Chairman)
Mr. N. Anand
Mr. A. Baijal
Mr. S. Banerjee
Mr. P. V. Dhobale
Mr. A. Duggal
Mr. K. N. Grant
Mr. S. H. Khan
Mr. R. E. Lerwill
Mr. S. B. Mainak
Mr. S. B. Mathur
Mr. S. S. H. Rehman
Ms. M. Shankar
Mr. K. Vaidyanath

Chairmen of the Audit Committee, Nomination & Compensation Committee and all Members of the Securityholders Relationship Committee were present.

EXECUTIVE VICE PRESIDENT &

COMPANY SECRETARY : Mr. B. B. Chatterjee

STATUTORY AUDITORS : Represented by Mr. S. R. Tata

SECRETARIAL AUDITOR : Represented by Mr. S. M. Gupta

1,086 Members representing 481,79,39,245 Ordinary Shares and 260 Proxies representing 15,99,54,733 Ordinary Shares were present.



1. Mr. Y. C. Deveshwar, Chairman of the Company, took the Chair and welcomed all those present to the 104th Annual General Meeting (AGM) of the Company.
2. The Meeting observed a minute's silence as a mark of respect to the memory of Dr. A. P. J. Abdul Kalam, former President of India, who passed away on 27th July, 2015.
3. The Chairman thereafter introduced all the Directors on the dais to those present at the AGM.
4. The business before the AGM was taken up as quorum was present. Quorum was also present throughout the Meeting.
5. The following documents / Registers of the Company remained open and accessible for inspection during the continuance of the AGM:
 - (a) Financial Statements for the financial year ended 31st March, 2015, including the Consolidated Financial Statements for the said financial year, and the Reports of the Board of Directors and the Auditors.
 - (b) Register of Directors and Key Managerial Personnel and their shareholding.
 - (c) Register of Contracts or Arrangements in which Directors are interested.
 - (d) Certificate dated 22nd May, 2015 from Messrs. Deloitte Haskins & Sells, Auditors of the Company, in respect of the Company's Employee Stock Option Schemes.
6. The Chairman delivered his Speech on the theme - **'In Pursuit of the Make in India Vision – ITC's Multi-Dimensional Contribution'**. The Speech drew reference to the Prime Minister's clarion call 'Make in India' which resonated deeply with the Company's mission of being a world-class Indian enterprise serving national priorities. The Chairman emphasised that a structural transformation would be required in the economy to sustain high growth rates and simultaneously enable value-capture of a higher order for the society at large. The need of the hour, the Chairman underlined, was therefore to build responsible competitiveness of the Indian economy without creating a burden on the environment or compromising the dignity of labour.

The Chairman stated that the 'Make in India' vision would encourage the setting up of world-class enterprises in India thereby fuelling employment opportunities, maximising revenue and enabling sustainable development. He emphasised that the benefit for the country would be even larger with the ownership of intellectual property being in India, thereby stemming the flow of royalty overseas. The need to create and nurture National Champions was also emphasised.



The Chairman elaborated on ITC's commitment to national priorities, which is manifest in many ways – in the transformation of the Company into a multi-business enterprise; in the creation of world-class Indian brands that capture larger value within the country; in establishing state-of-the-art brick and mortar assets that enrich the nation's industrial might; in enlarging competencies for a science-based and technology-led future that find expression in the ITC Life Sciences & Technology Centre; in the multi-pronged social investment programme that helps in building capacity of the weakest in society; and in the pursuit of a low carbon growth path that helps in combatting climate change. He stated that taken together, these constitute powerful drivers that enable the Company to create enduring value for all stakeholders, contributing meaningfully to the 'Make in India' vision.

In conclusion, the Chairman highlighted the need to take action to nurture an enabling framework so that all effort – be it policy, regulation, taxation or infrastructure – is aligned to a National Mission for Responsible Competitiveness.

The Meeting applauded the Chairman's Address.

7. The Notice dated 22nd May, 2015 convening the 104th AGM & the Explanatory Statement and the Report and Accounts for the financial year ended 31st March, 2015, circulated to the Members, were taken as read with the consent of the Meeting.
8. The Chairman briefly covered the items of business before the AGM and enquired from the Members present if they required any clarification on them, particularly on the Financial Statements of the Company. Amongst others, Messrs. A. Roy, S. Gattani, B. S. Srimal, M. K. Gupta, N. K. Shah, V. S. Bapat, A. N. Sein and Ms. R. Gupta, congratulated the Chairman, the Board of Directors and the executive management on the remarkable performance of the Company for the financial year ended 31st March, 2015 despite the economic slowdown, on the Company featuring as one of the top three companies in terms of corporate reputation in the 2014-15 Nielsen Corporate Image Monitor, and on receiving the 'Best Luxury Hotel Chain of the Year' award. Some Members expressed their appreciation for the progress made in the FMCG businesses with creation of world-class Indian brands and the Company's foray into juices & dairy farming, for the significant contribution made by the Company towards sustainable development, in particular the CSR initiatives, and for the comprehensive Annual Report. Members also congratulated the Chairman on being conferred the 'Indian Visionary - Business Leader Award' by The Economic Times and the 'Management Man of the Year Award' by the Bombay Management Association.



Some Members sought clarifications on the FMCG businesses of the Company and impact of contraband cigarettes. Some Members sought more details with respect to segment results, investment plans in West Bengal and succession planning in the Company.

The Chairman, while replying to the queries raised / clarifications sought by the Members, highlighted the progress made by the Company in enlarging the FMCG portfolio and building strong Indian brands to compete with international brands. He emphasised that performance of segments should not be evaluated on profits alone since substantial investments are being made in the various businesses to build a strong market position for the medium and long term. He also advised that segment results are prepared in compliance with the relevant Accounting Standard. The Chairman expressed that contraband tax-evaded cigarettes pose a serious problem and not only do they cause substantial loss of revenue to the national exchequer but also impact the livelihood of Indian tobacco farmers. He advised that the Company is making substantial investments in Hotels, Food processing units etc. not only in the State of West Bengal but also in other States. While advising that succession planning is a matter for deliberation by the Board, the Chairman in conclusion thanked the Members for their words of appreciation & encouragement and for the suggestions made by them.

9. The Chairman drew attention that the Company, pursuant to the provisions of the Companies Act, 2013, had provided the facility of remote e-voting on all the Resolutions forming part of the agenda of the AGM; the period for remote e-voting commenced on 27th July, 2015 at 9.00 a.m. and ended on 30th July, 2015 at 5.00 p.m.

The Chairman advised that those who had not been able to cast their votes by remote e-voting, may avail the facility of e-voting provided at the AGM venue once the Resolutions as per the agenda are read.



The Chairman thereafter read the Resolutions, as follows:-

ORDINARY BUSINESS

I. RESOLUTION NO. 1 ON ADOPTION OF FINANCIAL STATEMENTS - ORDINARY RESOLUTION

“Resolved that the Financial Statements of the Company for the financial year ended 31st March, 2015, the Consolidated Financial Statements for the said financial year, the Auditors’ Report to the Members dated 22nd May, 2015 and the Report of the Board of Directors & Management Discussion and Analysis dated 22nd May, 2015, be and are hereby approved and adopted.”

II. RESOLUTION NO. 2 ON DECLARATION OF DIVIDEND - ORDINARY RESOLUTION

“Resolved that dividend at the rate of ₹ 6.25 (Rupees Six and Paise Twenty Five) per Ordinary Share, absorbing ₹ 5009,69,97,131.25 (Rupees Five Thousand Nine Crores Sixty Nine Lakhs Ninety Seven Thousand One Hundred and Thirty One and Paise Twenty Five), to be rounded off as required, be and is hereby declared on 801,55,19,541 (Eight Hundred One Crores Fifty Five Lakhs Nineteen Thousand Five Hundred and Forty One) fully paid-up Ordinary Shares of ₹ 1/- (Rupee One) each, out of the net profits of the Company for the financial year ended 31st March, 2015, to be paid on 3rd August, 2015 to those Members entitled thereto and whose names appeared on the Register of Members of the Company on 9th June, 2015, or to their mandatees, and to the beneficial owners as on 4th June, 2015 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of dematerialised shares.”

III. RESOLUTION NO. 3 ON RE-ELECTION OF MR. K. N. GRANT - ORDINARY RESOLUTION

“Resolved that Mr. Kurush Noshir Grant who retires by rotation at this Meeting in accordance with the provisions of Section 152 of the Companies Act, 2013 read with Article 91 of the Articles of Association of the Company and who is eligible for re-election in terms of Article 93 of the Articles of Association of the Company be and is hereby re-elected a Director of the Company.”



IV. RESOLUTION NO. 4 ON RE-ELECTION OF MR. K. VAIDYANATH - ORDINARY RESOLUTION

“Resolved that Mr. Krishnamoorthy Vaidyanath who retires by rotation at this Meeting in accordance with the provisions of Section 152 of the Companies Act, 2013 read with Article 91 of the Articles of Association of the Company and who is eligible for re-election in terms of Article 93 of the Articles of Association of the Company be and is hereby re-elected a Director of the Company.”

V. RESOLUTION NO. 5 ON APPOINTMENT & REMUNERATION OF STATUTORY AUDITORS - ORDINARY RESOLUTION

“Resolved that pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013, the appointment of Messrs. Deloitte Haskins & Sells (‘DHS’), Chartered Accountants (Registration No. 302009E), as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Hundred and Fifth Annual General Meeting be and is hereby ratified, and remuneration of ₹ 2,65,00,000/- to DHS to conduct the audit for the financial year 2015-16 payable in one or more instalments plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved.”

SPECIAL BUSINESS

VI. RESOLUTION NO. 6 ON REMUNERATION OF COST AUDITORS - ORDINARY RESOLUTION

“Resolved that pursuant to the provisions of Section 148 of the Companies Act, 2013 -

- a) the remuneration of Messrs. Shome & Banerjee, Cost Accountants, appointed by the Board of Directors (‘the Board’) as the Cost Auditors to conduct audit of Cost Records maintained by the Company in respect of ‘Soyabean Oil’ and ‘Face wash’ for the financial year 2014-15, at ₹ 75,000/- plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified.**



- b) the remuneration of Mr. P. Raju Iyer, Cost Accountant, appointed by the Board as the Cost Auditor to conduct audit of Cost Records maintained by the Company in respect of 'Paper and Paperboard' for the financial year 2015-16, at ₹ 4,00,000/- plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified.
- c) the remuneration of Messrs. Shome & Banerjee, Cost Accountants, appointed by the Board as the Cost Auditors to conduct audit of Cost Records maintained in respect of all applicable products of the Company, other than 'Paper and Paperboard', for the financial year 2015-16, at ₹ 5,00,000/- plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified."
10. The Chairman thereafter announced the commencement of e-voting on the Resolutions which had been proposed and seconded as required under the Secretarial Standard on General Meetings.
- The Chairman advised that Mr. R. L. Auddy, Senior Solicitor, has been appointed as the Scrutinizer by the Board of Directors for such e-voting which would remain open upto 1.15 p.m., on completion of which the AGM would stand concluded.
11. The Scrutinizer's Report dated 31st July, 2015, inter alia, containing the Results of the remote e-voting and e-voting at the AGM venue was presented to the Chairman, in terms of which all the Resolutions were approved by the requisite majority; the said Results, as annexed, were declared the same day and posted on the Company's website and on the website of National Securities Depository Limited.

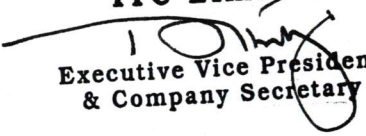
Date: Kolkata

Place: 18th August, 2015

Sd/-

CHAIRMAN

CERTIFIED TRUE COPY

ITC Limited

 Executive Vice President
 & Company Secretary



ITC Limited

104th Annual General Meeting (AGM) - Results of Voting

		Remote e-voting		E-voting at the AGM		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
ORDINARY BUSINESS								
Item No. 1 – Ordinary Resolution - Adoption of the Financial Statements for the financial year ended 31 st March, 2015, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.	Voted in favour of the resolution	2,761	632,28,83,735	84	68,92,354	2,845	632,97,76,089	99.9991
	Voted against the resolution	25	53,680	1	360	26	54,040	0.0009
	Invalid votes	-	-	-	-	-	-	-
Item No. 2 – Ordinary Resolution - Declaration of Dividend for the financial year ended 31 st March, 2015.	Voted in favour of the resolution	2,810	634,91,67,494	84	68,92,354	2,894	635,60,59,848	99.9991
	Voted against the resolution	30	55,207	1	360	31	55,567	0.0009
	Invalid votes	-	-	-	-	-	-	-
Item No. 3 – Ordinary Resolution - Appointment of Mr. K. N. Grant who retires by rotation and offers himself for re-election.	Voted in favour of the resolution	2,596	628,04,44,870	82	68,92,234	2,678	628,73,37,104	98.9197
	Voted against the resolution	211	6,86,60,650	3	480	214	6,86,61,130	1.0803
	Invalid votes	-	-	-	-	-	-	-



		Remote e-voting		E-voting at the AGM		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
Item No. 4 – Ordinary Resolution - Appointment of Mr. K. Vaidyanath who retires by rotation and offers himself for re-election.	Voted in favour of the resolution	2,542	623,25,07,418	82	68,92,234	2,624	623,93,99,652	98.4434
	Voted against the resolution	242	9,86,57,753	3	480	245	9,86,58,233	1.5566
	Invalid votes	-	-	-	-	-	-	-
Item No. 5 – Ordinary Resolution - Ratification of the appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants, as Auditors, from the conclusion of this AGM till the conclusion of the 105th AGM and approval of their remuneration for the financial year 2015-16.	Voted in favour of the resolution	2,679	631,13,89,585	81	47,92,234	2,760	631,61,81,819	99.5304
	Voted against the resolution	134	2,76,97,473	4	21,00,480	138	2,97,97,953	0.4696
	Invalid votes	-	-	-	-	-	-	-



		Remote e-voting		E-voting at the AGM		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
SPECIAL BUSINESS								
Item No. 6 – Ordinary Resolution – (a) Ratification of the remuneration of Messrs. Shome & Banerjee, Cost Accountants, as the Cost Auditors for 'Soyabean Oil' and 'Face wash' products, for the financial year 2014-15.	Voted in favour of the resolution	2,719	634,53,87,768	84	68,92,354	2,803	635,22,80,122	99.9411
	Voted against the resolution	111	37,41,202	1	360	112	37,41,562	0.0589
	Invalid votes	-	-	-	-	-	-	-
(b) Ratification of the remuneration of Mr. P. Raju Iyer, Cost Accountant, as the Cost Auditor for 'Paper and Paperboard' products, for the financial year 2015-16.								
(c) Ratification of the remuneration of Messrs. Shome & Banerjee, as the Cost Auditors for all applicable products of the Company other than 'Paper and Paperboard', for the financial year 2015-16.								

