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

Enduring Value

12th September, 2014

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
Corporate Relationship Dept.
BSE Ltd.
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,

Postal Ballot and Electronic Voting with respect to appointment of Independent Directors under Section 149 of the Companies Act, 2013

We write to advise that all the resolutions for the appointment of Independent Directors of the Company, as set out in the Postal Ballot Notice dated 1st August, 2014, have been passed by the Members of the Company by requisite majority.

We enclose in the prescribed format, as required under Clause 35A of the Listing Agreement, the details of the voting results in respect the aforesaid resolutions.

Yours faithfully,
ITC Limited

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

Encl. as above

Enduring Value

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.

Results of Postal Ballot and Electronic Voting (e-voting)

Date of declaration of the results of Postal Ballot and e-voting	12th September, 2014
Total number of shareholders as on record date: (being 1st August, 2014, the date for determining the voting rights of the shareholders)	4,51,677
No. of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	Not applicable
Mode of Voting	Postal Ballot and e-voting

Agenda-wise

SPECIAL BUSINESS

Item No. 1 – Ordinary Resolution

Appointment of Mr. A. Baijal as an Independent Director for a period of five years with effect from 15th September, 2014

Promoter/ Public	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	Nil	-	-	-	-	-	-
Public -Institutional holders	375,69,07,265	375,61,59,196	99.9801	375,50,23,561	11,35,635	99.9698	0.0302
Public - Others	244,28,62,587	244,28,60,791	99.9999	244,21,92,887	6,67,904	99.9727	0.0273
Total	**619,97,69,852**	**619,90,19,987**	**99.9879**	**619,72,16,448**	**18,03,539**	**99.9709**	**0.0291**

ITC Limited ★ 37, J. L. Nehru Road, Kolkata-71 ★

Enduring Value

Item No. 2 – Ordinary Resolution

Appointment of Mr. A. Duggal as an Independent Director for a period of five years with effect from 15th September, 2014

Promoter/ Public	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	Nil	-	-	-	-	-	-
Public -Institutional holders	375,59,84,515	375,48,18,164	99.9689	368,93,00,872	6,55,17,292	98.2551	1.7449
Public - Others	244,28,38,174	244,28,36,363	99.9999	244,21,38,369	6,97,994	99.9714	0.0286
Total	**619,88,22,689**	**619,76,54,527**	**99.9812**	**613,14,39,241**	**6,62,15,286**	**98.9316**	**1.0684**

Item No. 3 – Ordinary Resolution

Appointment of Mr. S. H. Khan as an Independent Director for a period of three years with effect from 15th September, 2014

Promoter/ Public	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	Nil	-	-	-	-	-	-
Public -Institutional holders	375,69,07,265	375,59,80,496	99.9753	373,99,68,155	1,60,12,341	99.5737	0.4263
Public - Others	244,28,49,812	244,28,48,101	99.9999	244,20,60,430	7,87,671	99.9678	0.0322
Total	**619,97,57,077**	**619,88,28,597**	**99.9850**	**618,20,28,585**	**1,68,00,012**	**99.7290**	**0.2710**

ITC Limited ★ 37, J.L. Nehru Road, Kolkata-71 ★ ITC Limited

Item No. 4 – Ordinary Resolution

Appointment of Mr. S. B. Mathur as an Independent Director for a period of five years with effect from 15th September, 2014

Promoter/ Public	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	Nil	-	-	-	-	-	-
Public -Institutional holders	374,20,17,102	374,12,69,033	99.9800	370,15,87,685	3,96,81,348	98.9394	1.0606
Public - Others	244,28,24,919	244,28,23,123	99.9999	244,21,28,477	6,94,646	99.9716	0.0284
Total	**618,48,42,021**	**618,40,92,156**	**99.9879**	**614,37,16,162**	**4,03,75,994**	**99.3471**	**0.6529**

Item No. 5 – Ordinary Resolution

Appointment of Mr. P. B. Ramanujam as an Independent Director for a period of five years with effect from 15th September, 2014

Promoter/ Public	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	Nil	-	-	-	-	-	-
Public -Institutional holders	375,68,60,604	375,61,12,535	99.9801	372,52,39,214	3,08,73,321	99.1781	0.8219
Public - Others	244,27,38,159	244,27,36,373	99.9999	244,21,28,570	6,07,803	99.9751	0.0249
Total	**619,95,98,763**	**619,88,48,908**	**99.9879**	**616,73,67,784**	**3,14,81,124**	**99.4921**	**0.5079**

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Item No. 6 – Ordinary Resolution

Appointment of Mr. S. S. H. Rehman as an Independent Director for a period of five years with effect from 15th September, 2014

Promoter/ Public	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	Nil	-	-	-	-	-	-
Public -Institutional holders	375,68,60,604	375,61,12,535	99.9801	374,35,18,550	1,25,93,985	99.6647	0.3353
Public - Others	244,28,25,776	244,28,23,990	99.9999	244,20,53,733	7,70,257	99.9685	0.0315
Total	**619,96,86,380**	**619,89,36,525**	**99.9879**	**618,55,72,283**	**1,33,64,242**	**99.7844**	**0.2156**

Item No. 7 – Ordinary Resolution

Appointment of Ms. M. Shankar as an Independent Director for a period of five years with effect from 15th September, 2014

Promoter/ Public	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	Nil	-	-	-	-	-	-
Public -Institutional holders	375,69,07,265	375,61,59,196	99.9801	375,38,10,803	23,48,393	99.9375	0.0625
Public - Others	244,28,32,953	244,28,31,162	99.9999	244,21,70,425	6,60,737	99.9730	0.0270
Total	**619,97,40,218**	**619,89,90,358**	**99.9879**	**619,59,81,228**	**30,09,130**	**99.9515**	**0.0485**

All the resolutions for appointment of Independent Directors of the Company, as set out in the Postal Ballot Notice dated 1st August, 2014, were passed by requisite majority.

ITC Limited ★ 37, J. L. Nehru Road, Kolkata-71 ★ ITC Limited