ITC Limited
Virginia House
37 J. L. Nehru Road
Kolkata 700 071, India
Tel. : 91 33 2288 9371
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Enduring Value

4th October, 2018

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 Ltd.
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 e-voting re. granting, offering and issuing Equity Settled Stock Appreciation Rights and related matters – Voting Results

This has reference to our letter dated 27th August, 2018 enclosing a copy of the Postal Ballot Notice dated 10th August, 2018 together with the Explanatory Statement thereto, seeking approval of the Members to (a) the Special Resolutions for granting, offering and issuing Equity Settled Stock Appreciation Rights (SARs) to the eligible employees of the Company and its subsidiaries under an Employee Stock Appreciation Rights Scheme, and (b) the Ordinary Resolution for variation in the terms of remuneration payable to the Managing Director and the other Wholetime Directors of the Company, to the extent of modification in the computation of monetary limit of perquisites with respect to SARs.

We write to advise that the Special Resolutions, as stated under (a) above, have not been passed by the Members by requisite majority. The Ordinary Resolution, as stated under (b) above, has been passed by the Members by requisite majority.

We enclose as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Voting Results in the prescribed format.

Yours faithfully,
ITC Limited

(R. K. Singhi)
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

cc: National Securities Depository Limited
Trade World,"A" Wing, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel
Mumbai- 400 013

Postal Ballot and e-voting of ITC Limited –Voting Results

Date of declaration of the results of Postal Ballot and e-voting:	3rd October, 2018
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote – 17th August, 2018)	7,68,330
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

Agenda-wise disclosure

SPECIAL BUSINESS

Item No. 1 – Granting, offering and issuing Equity Settled Stock Appreciation Rights (SARs) to the eligible employees of the Company under an Employee Stock Appreciation Rights Scheme

Resolution Required :					Special Resolution			
Whether promoter / promoter group 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	0	0	0.00	0	0	0.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public - Institutions	E-Voting	672,06,92,404	604,72,65,615	89.98	597,31,54,023	7,41,11,592	98.77	1.23
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		1,42,40,000	0.21	1,42,40,000	0	100.00	0.00
	Total		**606,15,05,615**	**90.19**	**598,73,94,023**	**7,41,11,592**	**98.78**	**1.22**
Public – Non Institutions	E-Voting	550,31,27,517	403,78,63,099	73.37	41,69,27,621	362,09,35,478	10.33	89.67
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		2,06,82,400	0.38	2,06,82,400	0	100.00	0.00
	Total		**405,85,45,499**	**73.75**	**43,76,10,021**	**362,09,35,478**	**10.78**	**89.22**
Total		**1222,38,19,921**	**1012,00,51,114**	**82.79**	**642,50,04,044**	**369,50,47,070**	**63.49**	**36.51**

This Special Resolution has not been passed by the Members inasmuch as the votes cast in favour of the said Resolution are less than three times the votes cast against the same.

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

Item No. 2 – Granting, offering and issuing SARs to the employees, including Managing / Wholetime Directors, of subsidiary companies of the Company

Resolution Required :					Special Resolution			
Whether promoter / promoter group 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	0	0	0.00	0	0	0.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public - Institutions	E-Voting	672,06,92,404	604,72,65,615	89.98	597,31,54,023	7,41,11,592	98.77	1.23
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		1,42,40,000	0.21	1,42,40,000	0	100.00	0.00
	Total		**606,15,05,615**	**90.19**	**598,73,94,023**	**7,41,11,592**	**98.78**	**1.22**
Public – Non Institutions	E-Voting	550,31,27,517	403,78,64,739	73.37	41,68,24,280	362,10,40,459	10.32	89.68
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		2,06,82,400	0.38	2,06,82,400	0	100.00	0.00
	Total		**405,85,47,139**	**73.75**	**43,75,06,680**	**362,10,40,459**	**10.78**	**89.22**
Total		**1222,38,19,921**	**1012,00,52,754**	**82.79**	**642,49,00,703**	**369,51,52,051**	**63.49**	**36.51**

This Special Resolution has not been passed by the Members inasmuch as the votes cast in favour of the said Resolution are less than three times the votes cast against the same.

Item No. 3 – Variation in the terms of remuneration payable to the Managing Director and the other Wholetime Directors of the Company, to the extent of modification in the computation of monetary limit of perquisites with respect to SARs

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group 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	0	0	0.00	0	0	0.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public - Institutions	E-Voting	672,06,92,404	601,82,50,406	89.55	597,19,02,136	4,63,48,270	99.23	0.77
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		1,42,40,000	0.21	1,42,40,000	0	100.00	0.00
	Total		**603,24,90,406**	**89.76**	**598,61,42,136**	**4,63,48,270**	**99.23**	**0.77**
Public – Non Institutions	E-Voting	550,31,27,517	402,62,71,878	73.16	40,53,89,283	362,08,82,595	10.07	89.93
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		2,06,82,400	0.38	2,06,82,400	0	100.00	0.00
	Total		**404,69,54,278**	**73.54**	**42,60,71,683**	**362,08,82,595**	**10.53**	**89.47**
Total		**1222,38,19,921**	**1007,94,44,684**	**82.46**	**641,22,13,819**	**366,72,30,865**	**63.62**	**36.38**

This Ordinary Resolution has been passed by the Members by requisite majority.

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