



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

24th September, 2019

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
Mumbai 400 001

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

Dear Sirs,

Postal Ballot and E-voting - Voting Results

Further to our letter dated 21st August, 2019, we write to advise that the Ordinary Resolutions for (a) appointment of Independent Directors of the Company, and (b) variation in the terms of remuneration payable to the Chairman & Managing Director and the Wholtime Directors of the Company, have 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.

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:	24 th September, 2019
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote – 9 th August, 2019)	9,23,766
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 – Appointment of Mr. Ajit Kumar Seth as an Independent Director of the Company with effect from 13th July, 2019.

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	674,31,46,781	627,20,96,299	93.01	627,15,24,399	5,71,900	99.99	0.01
	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		627,20,96,299	93.01	627,15,24,399	5,71,900	99.99	0.01
Public - Non Institutions	E-Voting	553,39,97,010	405,30,42,160	73.24	405,23,45,197	6,96,963	99.98	0.02
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		1,96,448		1,96,448	0	100.00	0.00
	Total		405,32,38,608	73.24	405,25,41,645	6,96,963	99.98	0.02
Total		1227,71,43,791	1032,53,34,907	84.10	1032,40,66,044	12,68,863	99.99	0.01



Item No. 2 – Appointment of Mr. Anand Nayak as an Independent Director of the Company with effect from 13th July, 2019.

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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	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	674,31,46,781	627,20,96,299	93.01	626,84,99,999	35,96,300	99.94	0.06
	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		627,20,96,299	93.01	626,84,99,999	35,96,300	99.94	0.06
Public - Non Institutions	E-Voting	553,39,97,010	405,30,42,716	73.24	402,57,65,840	2,72,76,876	99.33	0.67
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		1,96,448		1,96,448	0	100.00	0.00
	Total		405,32,39,164	73.24	402,59,62,288	2,72,76,876	99.33	0.67
Total		1227,71,43,791	1032,53,35,463	84.10	1029,44,62,287	3,08,73,176	99.70	0.30

Item No. 3 – Variation in the terms of remuneration payable to the Chairman & Managing Director and the Wholetime Directors of the Company with effect from 1st October, 2019.

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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	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	674,31,46,781	627,15,53,428	93.01	626,60,97,148	54,56,280	99.91	0.09
	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		627,15,53,428	93.01	626,60,97,148	54,56,280	99.91	0.09
Public - Non Institutions	E-Voting	553,39,97,010	405,30,16,716	73.24	404,56,87,886	73,28,830	99.82	0.18
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		1,96,448		1,96,448	0	100.00	0.00
	Total		405,32,13,164	73.24	404,58,84,334	73,28,830	99.82	0.18
Total		1227,71,43,791	1032,47,66,592	84.10	1031,19,81,482	1,27,85,110	99.88	0.12

The Ordinary Resolutions, as set out in the Postal Ballot Notice dated 2nd August, 2019, have been passed by the Members by requisite majority.

