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

31st July, 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,

103rd Annual General Meeting of the Company held on 30th July, 2014, at Kolkata

We write to advise that all the resolutions placed at the 103rd Annual General Meeting of the Company held on Wednesday, 30th July, 2014, in terms of the Notice dated 23rd May, 2014, have been passed by the Members with the 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.

Enduring Value

103rd Annual General Meeting (AGM) of ITC Limited - details of voting results

Date of the AGM:	30th July, 2014
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to e-voting - 23rd May, 2014)	4,38,808
No. of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	 N.A. 1,113
No. of Shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	N.A.
Mode of Voting	E-voting

Agenda-wise

ORDINARY BUSINESS

Item No. 1 – Ordinary Resolution

Adoption of Accounts for the financial year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

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	342,67,25,455	342,42,88,607	99.92889	342,42,88,607	0	100.00	0.00
Public - Others	243,01,16,279	243,01,16,269	99.99999	243,01,14,876	1,393	99.99994	0.00006
Total	**585,68,41,734**	**585,44,04,876**	**99.95839**	**585,44,03,483**	**1,393**	**99.99998**	**0.00002**

ITC Limited ★ 37 ★ ITC Limited ★ T. Nehru Road, Kolkata-71

Item No. 2 – Ordinary Resolution

Declaration of Dividend for the financial year ended 31st March, 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	343,89,33,674	343,73,03,246	99.95259	343,73,03,246	0	100.00	0.00
Public - Others	242,99,11,809	242,99,11,794	99.99999	242,99,10,111	1,683	99.99993	0.00007
Total	**586,88,45,483**	**586,72,15,040**	**99.97222**	**586,72,13,357**	**1,683**	**99.99997**	**0.00003**

Item No. 3 – Ordinary Resolution

Appointment of Mr. K. Vaidyanath who retires by rotation and offers himself for re-election.

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	343,60,66,700	343,44,36,272	99.95255	293,61,15,658	49,83,20,614	85.49047	14.50953
Public - Others	243,00,77,442	243,00,77,402	99.99999	242,97,65,653	3,11,749	99.98717	0.01283
Total	**586,61,44,142**	**586,45,13,674**	**99.97221**	**536,58,81,311**	**49,86,32,363**	**91.49746**	**8.50254**

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

Item No. 4 – Ordinary Resolution

Appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants, as Auditors, for a period of five years from the conclusion of this AGM till the conclusion of the 108th AGM and their remuneration of Rs. 195 lakhs for the financial year 2014-15.

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	341,74,49,844	341,58,80,786	99.95409	340,24,04,612	1,34,76,174	99.60548	0.39452
Public - Others	243,00,52,487	243,00,52,447	99.99999	242,98,30,745	2,21,702	99.99088	0.00912
Total	**584,75,02,331**	**584,59,33,233**	**99.97317**	**583,22,35,357**	**1,36,97,876**	**99.76568**	**0.23432**

SPECIAL BUSINESS

Item No. 5 – Special Resolution

Approval to retain the number of Directors on the Board of Directors at eighteen, in line with Article 79 of the Articles of Association.

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	343,87,41,050	343,71,10,622	99.95259	342,44,36,339	1,26,74,283	99.63125	0.36875
Public - Others	242,93,69,273	242,93,69,242	99.99999	242,92,50,123	1,19,119	99.99510	0.00490
Total	**586,81,10,323**	**586,64,79,864**	**99.97222**	**585,36,86,462**	**1,27,93,402**	**99.78192**	**0.21808**

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Item No. 6 – Ordinary Resolution

Variation in the terms of remuneration of the Wholetime Directors with effect from 1st April, 2013 for the residual period of their respective appointment.

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	343,77,53,939	343,61,23,511	99.95257	342,68,28,676	92,94,835	99.72950	0.27050
Public - Others	242,92,22,893	242,92,22,853	99.99999	242,88,76,238	3,46,615	99.98573	0.01427
Total	**586,69,76,832**	**586,53,46,364**	**99.97221**	**585,57,04,914**	**96,41,450**	**99.83562**	**0.16438**

Item No. 7 – Ordinary Resolution

Re-appointment of Mr. N. Anand as a Director and also as a Wholetime Director for a period of five years with effect from 3rd January, 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	343,00,42,753	342,84,12,325	99.95247	306,26,57,553	36,57,54,772	89.33166	10.66834
Public - Others	243,00,39,821	243,00,39,811	100.00	242,98,23,354	2,16,457	99.99109	0.00891
Total	**586,00,82,574**	**585,84,52,136**	**99.97218**	**549,24,80,907**	**36,59,71,229**	**93.75311**	**6.24689**

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

Item No. 8 – Ordinary Resolution

Re-appointment of Mr. P. V. Dhobale as a Director and also as a Wholetime Director for a period of five years with effect from 3rd January, 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	343,88,81,831	343,72,51,403	99.99431	306,26,19,246	37,46,32,157	89.10082	10.89918
Public - Others	242,98,93,185	242,98,93,185	100.00	242,97,19,126	1,74,059	99.99284	0.00716
Total	**586,87,75,016**	**586,71,44,588**	**99.99666**	**549,23,38,372**	**37,48,06,216**	**93.61178**	**6.38822**

Item No. 9 – Ordinary Resolution

Appointment of Mr. S. Banerjee as an Independent Director for a period of five years with effect from the date of this AGM.

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	342,54,54,267	342,38,23,839	99.95240	339,82,20,396	2,56,03,443	99.25220	0.74780
Public - Others	243,29,25,038	243,29,25,013	99.99999	243,27,37,197	1,87,816	99.99228	0.00772
Total	**585,83,79,305**	**585,67,48,852**	**99.97217**	**583,09,57,593**	**2,57,91,259**	**99.55963**	**0.44037**

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Item No. 10 – Ordinary Resolution

Appointment of Mr. R. E. Lerwill as a Director for a period of five years with effect from the date of this AGM.

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	343,90,59,631	343,74,29,203	99.95259	304,73,92,061	39,00,37,142	88.65323	11.34677
Public - Others	242,97,43,170	242,97,43,162	99.99999	242,95,23,950	2,19,212	99.99098	0.00902
Total	**586,88,02,801**	**586,71,72,365**	**99.97222**	**547,69,16,011**	**39,02,56,354**	**93.34848**	**6.65152**

Item No. 11 – Ordinary Resolution

Appointment of Mr. S. B. Mainak as a Director for a period of five years with effect from the date of this AGM.

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	343,81,37,083	343,65,06,655	99.95258	304,64,69,513	39,00,37,142	88.65019	11.34981
Public - Others	242,97,79,859	242,97,79,839	99.99999	242,96,19,729	1,60,110	99.99341	0.00659
Total	**586,79,16,942**	**586,62,86,494**	**99.97221**	**547,60,89,242**	**39,01,97,252**	**93.34848**	**6.65152**

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Item No. 12 – Special Resolution

Amendment to the Articles of Association for incorporation of Article 10A with respect to charging of fees.

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	341,08,74,214	340,92,44,286	99.95221	340,57,29,734	35,14,552	99.89691	0.10309
Public - Others	243,00,45,262	243,00,44,760	99.99998	242,97,18,839	3,25,921	99.98659	0.01341
Total	**584,09,19,476**	**583,92,89,046**	**99.97209**	**583,54,48,573**	**38,40,473**	**99.93423**	**0.06577**

All the resolutions with respect to the agenda items were passed by requisite majority. The resolutions as approved by the Members of the Company, in terms of the Notice dated 23rd May, 2014, will form part of the Minutes of the Annual General Meeting.

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