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, 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
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,

104th Annual General Meeting of the Company held on 31st July, 2015, at Kolkata

We write to advise that all the resolutions placed at the 104th Annual General Meeting of the Company held on Friday, 31st July, 2015, in terms of the Notice dated 22nd May, 2015, have been passed by the Members with the requisite majority.

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

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.

104th Annual General Meeting (AGM) of ITC Limited - details of voting results

Date of the AGM:	31st July, 2015
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to voting – 24th July, 2015)	5,40,935
No. of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	 N.A. 1,346
No. of Shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	N.A.
Mode of Voting	(i) Remote e-voting from 27th July, 2015 to 30th July, 2015. (ii) E-voting at the AGM.

Agenda-wise

ORDINARY BUSINESS

Item No. 1 – Ordinary Resolution

Adoption of the Financial Statements for the financial year ended 31st March, 2015, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.

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	447,08,05,717	382,11,64,184	85.4693	382,11,64,184	-	100.00	-
Public - Others	354,79,09,284	250,86,65,945	70.7083	250,86,11,905	54,040	99.9978	0.0022
Total	**801,87,15,001**	**632,98,30,129**	**78.9382**	**632,97,76,089**	**54,040**	**99.9991**	**0.0009**

ITC Limited
37 J. L. Nehru Road, KOLKATA-71

Item No. 2 – Ordinary Resolution

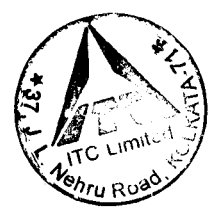
Declaration of Dividend for the financial year ended 31st March, 2015.

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	447,08,05,717	384,73,49,689	86.0550	384,73,49,689	-	100.00	-
Public - Others	354,79,09,284	250,87,65,726	70.7111	250,87,10,159	55,567	99.9978	0.0022
Total	**801,87,15,001**	**635,61,15,415**	**79.2660**	**635,60,59,848**	**55,567**	**99.9991**	**0.0009**

Item No. 3 – Ordinary Resolution

Appointment of Mr. K.N. Grant 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	447,08,05,717	384,73,49,689	86.0550	377,89,21,478	6,84,28,211	98.2214	1.7786
Public - Others	354,79,09,284	250,86,48,545	70.7078	250,84,15,626	2,32,919	99.9907	0.0093
Total	**801,87,15,001**	**635,59,98,234**	**79.2645**	**628,73,37,104**	**6,86,61,130**	**98.9197**	**1.0803**



Item No. 4 – 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	447,08,05,717	382,94,31,529	85.6542	373,10,03,570	9,84,27,959	97.4297	2.5703
Public - Others	354,79,09,284	250,86,26,356	70.7072	250,83,96,082	2,30,274	99.9908	0.0092
Total	**801,87,15,001**	**633,80,57,885**	**79.0408**	**623,93,99,652**	**9,86,58,233**	**98.4434**	**1.5566**

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.

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	447,08,05,717	384,01,34,689	85.8936	381,03,98,550	2,97,36,139	99.2256	0.7744
Public - Others	354,79,09,284	250,58,45,083	70.6288	250,57,83,269	61,814	99.9975	0.0025
Total	**801,87,15,001**	**634,59,79,772**	**79.1396**	**631,61,81,819**	**2,97,97,953**	**99.5304**	**0.4696**



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.

(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 other than 'Paper and Paperboard', for the financial year 2015-16.

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	447,08,05,717	384,73,49,689	86.0550	384,37,31,584	36,18,105	99.9060	0.0940
Public - Others	354,79,09,284	250,86,71,995	70.7085	250,85,48,538	1,23,457	99.9951	0.0049
Total	**801,87,15,001**	**635,60,21,684**	**79.2648**	**635,22,80,122**	**37,41,562**	**99.9411**	**0.0589**

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 22nd May, 2015, will form part of the Minutes of the Annual General Meeting.