



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

16th December, 2021

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 through Electronic Voting - Voting Results

Further to our letters dated 27th October, 2021 and 9th November, 2021, we write to advise that the Ordinary Resolutions for appointment of:

- (a) **Messrs. Mukesh Gupta, Sunil Panray and Navneet Doda as Non-Executive Directors of the Company** for a period of three years with effect from 20th December, 2021, and
- (b) **Mr. Hemant Bhargava as an Independent Director of the Company** for a period of five years with effect from 20th December, 2021,

have been passed by the Members by requisite majority.

Brief profiles and other details of Messrs. Gupta, Panray, Doda and Bhargava, as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with the SEBI Circular dated 9th September, 2015, are given in **Annexures 1, 2, 3 and 4**, respectively.

To the best of our knowledge & information, and as confirmed by Messrs. Gupta, Panray, Doda and Bhargava, they have not been debarred from holding the office of Director of the Company by virtue of an order of the SEBI or any other authority.

We also enclose as required under Regulation 44(3) of the Listing Regulations, the Voting Results in the prescribed format under **Annexure 5**.

Yours faithfully,
ITC Limited

(R. K. Singhi)
Executive Vice President &
Company Secretary

Encl. as above.

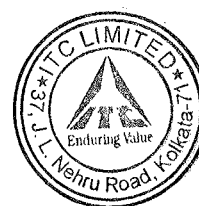
Annexure 1

Sl. No.	Particulars	Disclosures
1.	Reason for change	Appointment
2.	Date and term of appointment	Mr. Mukesh Gupta has been appointed as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 20 th December, 2021.
3.	Brief Profile	<p>Mr. Mukesh Gupta (60), DIN: 06638754, is a retired executive and holds Degrees of Bachelor in Science and Masters in Business Administration (Human Resources).</p> <p>Mr. Gupta joined the Life Insurance Corporation of India (LIC) as a Direct Recruit Officer in 1984 and retired as its Managing Director on 30th September, 2021. During his long tenure of 37 years, he worked across diverse set of roles, building multi-dimensional experience in different capacities, especially in insurance and marketing. He held prominent positions in the Corporate Office and three major zones of LIC, including Marketing Manager of Bikaner Division, Senior Divisional Manager of two Divisions viz., Amritsar and Hyderabad, Regional Manager (Bancassurance & Alternate Channels) of LIC's South Central Zone and Regional Manager (Marketing) of Western Zone.</p>
4.	Disclosure of relationships between Directors	None



Annexure 2

Sl. No.	Particulars	Disclosures
1.	Reason for change	Appointment
2.	Date and term of appointment	Mr. Sunil Panray has been appointed as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 20 th December, 2021.
3.	Brief Profile	<p>Mr. Sunil Panray (63), DIN: 09251023, is a retired executive and holds Degrees of Bachelor in Commerce and Masters in Business Administration from the Concordia University in Montreal, Canada.</p> <p>Mr. Panray started his professional journey as a Senior Auditor and Financial Consultant with Raymond Chabot Grant Thornton, Canada, and has held senior leadership positions in Imasco Limited, Imperial Tobacco, Canada, and British American Tobacco p.l.c., UK. He has also served as the Vice-President Finance and Treasurer of Canadian National Railway Company, the largest transcontinental public railway / transportation company in Canada, from 2012 to 2016. During his professional career, he has played key leadership roles in complex business and regulatory environments.</p>
4.	Disclosure of relationships between Directors	None



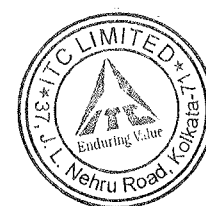
Annexure 3

Sl. No.	Particulars	Disclosures
1.	Reason for change	Appointment
2.	Date and term of appointment	Mr. Navneet Doda has been appointed as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 20 th December, 2021.
3.	Brief Profile	<p>Mr. Navneet Doda (59), DIN: 09033035, is the General Manager of National Insurance Company Limited (NICL). He holds Bachelor Degrees in Commerce and Law, besides being an M.B.A., Associate Member of the Institute of Chartered Accountants of India and Fellow Member of the Insurance Institute of India.</p> <p>Presently, Mr. Doda looks after Reinsurance (underwriting), Marine Cargo & Hull Insurance, Accounts, Finance & Taxation, Investments, Anti-money Laundering, Solvency Margin & Credit Ratings, Actuarial Relations, Funds Management, Board & Secretarial matters, Advertisement, Publicity and Corporate Social Responsibility related portfolios in NICL. Prior to joining NICL on 18th January, 2021, he was the General Manager of The Oriental Insurance Company Limited.</p>
4.	Disclosure of relationships between Directors	None



Annexure 4

Sl. No.	Particulars	Disclosures
1.	Reason for change	Appointment
2.	Date and term of appointment	Mr. Hemant Bhargava has been appointed as an Independent Director of the Company for a period of five years with effect from 20 th December, 2021.
3.	Brief Profile	<p>Mr. Hemant Bhargava (62), DIN: 01922717, is a retired executive. He is a Masters in Economics and has also studied Masters in Financial Management from the Jamnalal Bajaj Institute of Management Studies.</p> <p>Mr. Bhargava joined the Life Insurance of Corporation of India (LIC) as a Direct Recruit Officer in 1981 and retired as its Managing Director in July 2019. During his long tenure of 38 years, he worked across diverse set of roles both in India and abroad, building multi-dimensional experience in different capacities, especially in Marketing, International Operations and new ventures. He was the first chief of LIC International Operations SBU, besides being instrumental in setting up LIC Cards Services Limited. His tenure as Managing Director (and also as Chairman in-charge from January to March 2019) of LIC was marked by his creative leadership with new ideas enriched by the extensive experience gained in overseeing several functions including Marketing, Finance, Personnel, Investments, Alternate channels etc. Mr. Bhargava also served on the Board of the Company from 28th July, 2018 to 22nd August, 2021.</p>
4.	Disclosure of relationships between Directors	None



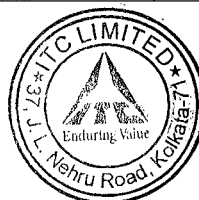
Postal Ballot through e-voting of ITC Limited – Voting Results

Date of declaration of the results of Postal Ballot through e-voting:	16 th December, 2021
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote – 29 th October, 2021)	27,06,119
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. Mukesh Gupta as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 20th December, 2021.

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	0.0000	0	0	0.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Institutions	E-Voting	654,60,71,955	595,00,47,975	90.8949	552,19,78,367	42,80,69,608	92.8056	7.1944
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		595,00,47,975	90.8949	552,19,78,367	42,80,69,608	92.8056	7.1944
Public - Non Institutions	E-Voting	577,55,30,366	407,13,41,287	70.4929	406,95,32,186	18,09,101	99.9556	0.0444
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		407,13,41,287	70.4929	406,95,32,186	18,09,101	99.9556	0.0444
Total		1232,16,02,321	1002,13,89,262	81.3319	959,15,10,553	42,98,78,709	95.7104	4.2896

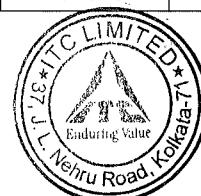


Item No. 2 - Appointment of Mr. Sunil Panray as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 20th December, 2021.

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	0.0000	0	0	0.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Institutions	E-Voting	654,60,71,955	595,00,47,975	90.8949	553,91,77,615	41,08,70,360	93.0947	6.9053
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		595,00,47,975	90.8949	553,91,77,615	41,08,70,360	93.0947	6.9053
Public - Non Institutions	E-Voting	577,55,30,366	407,12,48,669	70.4913	406,94,70,020	17,78,649	99.9563	0.0437
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		407,12,48,669	70.4913	406,94,70,020	17,78,649	99.9563	0.0437
Total		1232,16,02,321	1002,12,96,644	81.3311	960,86,47,635	41,26,49,009	95.8823	4.1177

Item No. 3 - Appointment of Mr. Navneet Doda as a Non-Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from 20th December, 2021.

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	0.0000	0	0	0.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Institutions	E-Voting	654,60,71,955	595,00,47,975	90.8949	550,03,02,188	44,97,45,787	92.4413	7.5587
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		595,00,47,975	90.8949	550,03,02,188	44,97,45,787	92.4413	7.5587
Public - Non Institutions	E-Voting	577,55,30,366	407,12,19,656	70.4908	406,97,50,791	14,68,865	99.9639	0.0361
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		407,12,19,656	70.4908	406,97,50,791	14,68,865	99.9639	0.0361
Total		1232,16,02,321	1002,12,67,631	81.3309	957,00,52,979	45,12,14,652	95.4974	4.5026



Item No. 4 - Appointment of Mr. Hemant Bhargava as an Independent Director of the Company for a period of five years with effect from 20th December, 2021.

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	0.0000	0	0	0.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Institutions	E-Voting	654,60,71,955	598,14,82,529	91.3751	571,81,04,521	26,33,78,008	95.5968	4.4032
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		598,14,82,529	91.3751	571,81,04,521	26,33,78,008	95.5968	4.4032
Public - Non Institutions	E-Voting	577,55,30,366	407,13,16,286	70.4925	406,98,10,403	15,05,883	99.9630	0.0370
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		407,13,16,286	70.4925	406,98,10,403	15,05,883	99.9630	0.0370
Total		1232,16,02,321	1005,27,98,815	81.5868	978,79,14,924	26,48,83,891	97.3651	2.6349

The Ordinary Resolutions, as set out in the Postal Ballot Notice dated 27th October, 2021, have been passed by the Members by requisite majority.

