



ITC Limited
Virginia House
37 J. L. Nehru Road
Kolkata 700 071, India
Tel. : 91 33 2288 9371
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11th August, 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,

110th Annual General Meeting of the Company - 11th August, 2021

We enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a summary of the proceedings of the 110th Annual General Meeting ('AGM') of the Company held on 11th August, 2021.

We would also like to advise that all the Resolutions for consideration at the 110th AGM in respect of the items set out in the Notice dated 1st June, 2021, have been passed by the Members by requisite majority. The Voting Results in the prescribed format in terms of Regulation 44(3) of the Listing Regulations are also enclosed.

Yours faithfully,
ITC Limited

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

Encl. as above.

Summary of the proceedings of the 110th Annual General Meeting of ITC Limited

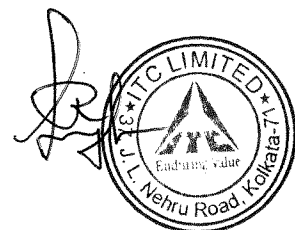
The 110th Annual General Meeting ('AGM') of the Members of ITC Limited was held on Wednesday, 11th August, 2021 through Video Conferencing / Other Audio Visual Means in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India. The Meeting commenced at 10.30 a.m. (IST).

The facility of one-way live webcast of the AGM proceedings was also made available on the Company's corporate website.

- Mr. S. Puri, Chairman & Managing Director, chaired the 110th AGM. The business before the Meeting was taken up as quorum was present at the beginning and throughout the Meeting. 799 Members attended and participated in the Meeting.
- At the outset, the Chairman advised that the Company had taken necessary steps to ensure that the Members were able to attend and vote at the Meeting through electronic mode in a seamless manner.
- The Meeting observed a minute's silence in memory of those who have lost their lives due to the pandemic.
- The Chairman thereafter introduced the Directors and advised the Members that the registers and documents, as statutorily required, were available for inspection through electronic mode during the AGM.
- The Chairman on the occasion of the 110th AGM delivered his Speech on the theme – **'ITC NEXT: Reimagining Businesses for a Redefined Future'**.
- The Chairman briefed the Members on the Ordinary Business and Special Business items covered in the AGM Notice dated 1st June, 2021 and listed under Serial Nos. 1 to 9 below:

Ordinary Business

1. Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2021, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon;
2. Confirmation of Interim Dividend of ₹ 5.00 per Ordinary Share of ₹ 1/- each, and declaration of Final Dividend of ₹ 5.75 per Ordinary Share of ₹ 1/- each for the financial year ended 31st March, 2021;
3. Appointment of Mr. Hemant Bhargava who retired by rotation and offered himself for re-election;
4. Appointment of Mr. Sumant Bhargavan who retired by rotation and offered himself for re-election;
5. Approval to remuneration of Messrs. S R B C & CO LLP, Chartered Accountants, Statutory Auditors of the Company, for conduct of audit for the financial year 2021-22.

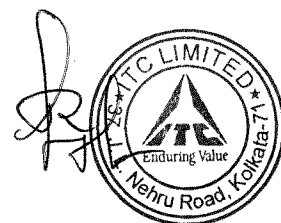


Special Business

6. Appointment of Mr. Shyamal Mukherjee as a Director and also as an Independent Director of the Company for a period of five years from the date of the Annual General Meeting, i.e. 11th August, 2021.
 7. Re-appointment of Mr. Sumant Bhargavan as a Director, liable to retire by rotation, and also as a Wholetime Director of the Company for a period of three years from 12th July, 2022, and approval to his remuneration;
 8. Ratification of remuneration of Messrs. ABK & Associates, Cost Auditors for 'Wood Pulp', 'Paper and Paperboard' and 'Nicotine Gum' products, for the financial year 2021-22;
 9. Ratification of remuneration of Messrs. S. Mahadevan & Co., Cost Auditors for all applicable products of the Company, other than 'Wood Pulp', 'Paper and Paperboard' and 'Nicotine Gum' products, for the financial year 2021-22.
- The Chairman gave opportunity to the Members who had registered themselves as Speakers to ask questions or seek clarifications on the Agenda items. Thereafter, he responded to the queries raised / clarifications sought by the Members who spoke at the Meeting.
 - E-voting facility was provided during the Meeting to those Members who had not cast their votes through remote e-voting. The facility to cast votes through remote e-voting was provided to the Members from 9.00 a.m. on 7th August, 2021 till 5.00 p.m. on 10th August, 2021.
 - The Chairman advised the Members that the Voting Results, along with the Scrutinizer's Report, would be made available on the Company's website and also on the website of the National Securities Depository Limited. The Voting Results would also be forwarded to the National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited, where the Company's shares are listed.

The Meeting concluded at 2.43 p.m.

All the Resolutions for consideration at the 110th AGM in respect of the items set out in the Notice dated 1st June, 2021, have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.



110th Annual General Meeting (AGM) of ITC Limited - Details of Voting Results

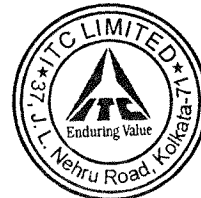
Date of the AGM	11th August, 2021
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote - 4 th August, 2021)	26,29,454
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not applicable 799

Agenda-wise disclosure

ORDINARY BUSINESS

Item No. 1 - Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2021, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,64,52,29,473	5,98,21,24,433	90.021	5,97,64,37,062	56,87,371	99.905	0.095
	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		5,98,21,24,433	90.021	5,97,64,37,062	56,87,371	99.905	0.095
Public - Non Institutions	E-Voting*	5,66,44,30,598	3,97,18,36,642	70.119	3,97,14,99,693	3,36,949	99.992	0.008
	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		3,97,18,36,642	70.119	3,97,14,99,693	3,36,949	99.992	0.008
Total		12,30,96,60,071	9,95,39,61,075	80.863	9,94,79,36,755	60,24,320	99.939	0.061

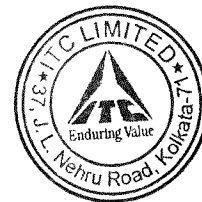


Item No. 2 - Confirmation of Interim Dividend and declaration of Final Dividend for the financial year ended 31st March, 2021.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,64,52,29,473	5,98,37,14,041	90.045	5,98,37,14,041	0	100.000	0.000
	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		5,98,37,14,041	90.045	5,98,37,14,041	0	100.000	0.000
Public - Non Institutions	E-Voting*	5,66,44,30,598	4,05,37,80,875	71.566	4,05,36,01,164	1,79,711	99.996	0.004
	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		4,05,37,80,875	71.566	4,05,36,01,164	1,79,711	99.996	0.004
Total		12,30,96,60,071	10,03,74,94,916	81.542	10,03,73,15,205	1,79,711	99.998	0.002

Item No. 3 - Appointment of Mr. Hemant Bhargava who retires by rotation and offers himself for re-election.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,64,52,29,473	5,96,27,23,475	89.729	5,64,11,44,021	32,15,79,454	94.607	5.393
	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		5,96,27,23,475	89.729	5,64,11,44,021	32,15,79,454	94.607	5.393
Public - Non Institutions	E-Voting*	5,66,44,30,598	4,05,37,92,228	71.566	4,05,19,00,210	18,92,018	99.953	0.047
	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		4,05,37,92,228	71.566	4,05,19,00,210	18,92,018	99.953	0.047
Total		12,30,96,60,071	10,01,65,15,703	81.371	9,69,30,44,231	32,34,71,472	96.771	3.229

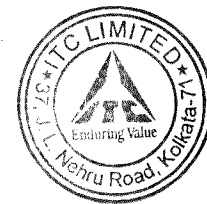


Item No. 4 - Appointment of Mr. Sumant Bhargavan who retires by rotation and offers himself for re-election.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,64,52,29,473	5,98,36,46,010	90.044	5,77,75,58,481	20,60,87,529	96.556	3.444
	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		5,98,36,46,010	90.044	5,77,75,58,481	20,60,87,529	96.556	3.444
Public - Non Institutions	E-Voting*	5,66,44,30,598	4,05,37,11,895	71.564	4,05,18,24,817	18,87,078	99.953	0.047
	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		4,05,37,11,895	71.564	4,05,18,24,817	18,87,078	99.953	0.047
Total		12,30,96,60,071	10,03,73,57,905	81.540	9,82,93,83,298	20,79,74,607	97.928	2.072

Item No. 5 - Approval to remuneration of Messrs. S R B C & CO LLP, Chartered Accountants, Statutory Auditors of the Company, for conduct of audit for the financial year 2021-22.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,64,52,29,473	5,98,37,14,041	90.045	5,92,03,88,871	6,33,25,170	98.942	1.058
	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		5,98,37,14,041	90.045	5,92,03,88,871	6,33,25,170	98.942	1.058
Public - Non Institutions	E-Voting*	5,66,44,30,598	4,05,37,88,216	71.566	4,05,21,17,045	16,71,171	99.959	0.041
	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		4,05,37,88,216	71.566	4,05,21,17,045	16,71,171	99.959	0.041
Total		12,30,96,60,071	10,03,75,02,257	81.542	9,97,25,05,916	6,49,96,341	99.352	0.648



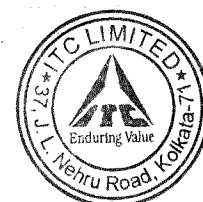
SPECIAL BUSINESS

Item No. 6 - Appointment of Mr. Shyamal Mukherjee as a Director and also as an Independent Director of the Company for a period of five years from 11th August, 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 as on cut-off date	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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,64,52,29,473	5,95,70,36,104	89.644	5,95,70,36,104	0	100.000	0.000
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	Total		5,95,70,36,104	89.644	5,95,70,36,104	0	100.000	0.000
Public - Non Institutions	E-Voting*	5,66,44,30,598	4,05,35,91,271	71.562	4,05,17,49,480	18,41,791	99.955	0.045
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	Total		4,05,35,91,271	71.562	4,05,17,49,480	18,41,791	99.955	0.045
Total		12,30,96,60,071	10,01,06,27,375	81.323	10,00,87,85,584	18,41,791	99.982	0.018

Item No. 7 - Re-appointment of Mr. Sumant Bhargavan as a Director, liable to retire by rotation, and also as a Wholetime Director of the Company for a period of three years from 12th July, 2022, and approval to his remuneration.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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	0.000	0	0	0.000	0.000
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	Total		0	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,64,52,29,473	5,96,27,91,506	89.730	5,51,40,37,354	44,87,54,152	92.474	7.526
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	Total		5,96,27,91,506	89.730	5,51,40,37,354	44,87,54,152	92.474	7.526
Public - Non Institutions	E-Voting*	5,66,44,30,598	4,05,37,78,735	71.566	4,05,18,35,953	19,42,782	99.952	0.048
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	Total		4,05,37,78,735	71.566	4,05,18,35,953	19,42,782	99.952	0.048
Total		12,30,96,60,071	10,01,65,70,241	81.372	9,56,58,73,307	45,06,96,934	95.500	4.500



Item No. 8 - Ratification of remuneration of Messrs. ABK & Associates, Cost Auditors, for the financial year 2021-22.

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,64,52,29,473	5,98,37,14,041	90.045	5,98,37,14,041	0	100.000	0.000
	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		5,98,37,14,041	90.045	5,98,37,14,041	0	100.000	0.000
Public - Non Institutions	E-Voting*	5,66,44,30,598	4,05,37,88,916	71.566	4,05,33,16,667	4,72,249	99.988	0.012
	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		4,05,37,88,916	71.566	4,05,33,16,667	4,72,249	99.988	0.012
Total		12,30,96,60,071	10,03,75,02,957	81.542	10,03,70,30,708	4,72,249	99.995	0.005

Item No. 9 - Ratification of remuneration of Messrs. S. Mahadevan & Co., Cost Auditors, for the financial year 2021-22

Resolution Required :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda / resolution :					Not Applicable			
Category	Mode of Voting	No. of shares held as on cut-off date	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	0.000	0	0	0.000	0.000
	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	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting*	6,64,52,29,473	5,98,37,14,041	90.045	5,98,37,14,041	0	100.000	0.000
	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		5,98,37,14,041	90.045	5,98,37,14,041	0	100.000	0.000
Public - Non Institutions	E-Voting*	5,66,44,30,598	4,05,37,91,556	71.566	4,05,30,29,540	7,62,016	99.981	0.019
	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		4,05,37,91,556	71.566	4,05,30,29,540	7,62,016	99.981	0.019
Total		12,30,96,60,071	10,03,75,05,597	81.542	10,03,67,43,581	7,62,016	99.992	0.008

* aggregate of votes cast through remote e-voting (i.e. facility to cast vote prior to the AGM) and e-voting during the AGM.

All the Resolutions for consideration at the 110th AGM in respect of the items set out in the Notice dated 1st June, 2021, have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.

