



**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

11<sup>th</sup> August, 2023

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,

**112<sup>th</sup> Annual General Meeting of the Company - 11<sup>th</sup> August, 2023**

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 112<sup>th</sup> Annual General Meeting ('AGM') of the Company held on 11<sup>th</sup> August, 2023.

We would also like to advise that all the Resolutions for consideration at the 112<sup>th</sup> AGM in respect of the items set out in the Notice dated 18<sup>th</sup> May, 2023, 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.



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

## Summary of the proceedings of the 112<sup>th</sup> Annual General Meeting of ITC Limited

The 112<sup>th</sup> Annual General Meeting ('AGM') of the Members of ITC Limited was held on Friday, 11<sup>th</sup> August, 2023 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 112<sup>th</sup> AGM. The business before the Meeting was taken up as quorum was present at the commencement of the Meeting and throughout the Meeting. 763 Members attended the Meeting.
- At the outset, the Chairman advised that necessary steps had been taken by the Company to ensure that the Members were able to attend the AGM and vote on the resolutions proposed at the Meeting in a seamless manner.
- 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 112<sup>th</sup> AGM delivered his Speech on the theme - "ITC: Nation First - Transforming for our Shared Tomorrows".
- The Members were briefed on the Ordinary Business and Special Business items covered in the AGM Notice dated 18<sup>th</sup> May, 2023 and listed under Serial Nos. 1 to 14 below:

### Ordinary Business

1. Adoption of the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, 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 ₹ 6/- per Ordinary Share of ₹ 1/- each, and declaration of Final Dividend of ₹ 6.75 and Special Dividend of ₹ 2.75 per Ordinary Share for the financial year ended 31<sup>st</sup> March, 2023;
3. Appointment of Mr. Sumant Bhargavan who retired by rotation and offered himself for re-election;
4. Appointment of Mr. Mukesh Gupta 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 2023-24;



## Special Business

6. Appointment of Ms. Alka Marezban Bharucha as a Director and also as an Independent Director of the Company for a period of five years with effect from 12<sup>th</sup> August, 2023;
  7. Re-appointment of Mr. Anand Nayak as a Director and also as an Independent Director of the Company for a period of five years with effect from 13<sup>th</sup> July, 2024;
  8. Re-appointment of Mr. Ajit Kumar Seth as a Director and also as an Independent Director of the Company for a period of five years with effect from 13<sup>th</sup> July, 2024;
  9. Appointment of Mr. Hemant Malik as a Director, liable to retire by rotation, and also as a Wholetime Director of the Company for a period of three years with effect from 12<sup>th</sup> August, 2023, and approval for his remuneration;
  10. Re-appointment of Mr. Sanjiv Puri as a Director, not liable to retire by rotation, and also as the Managing Director & Chairman of the Company for a period of five years with effect from 22<sup>nd</sup> July, 2024, and approval for his remuneration;
  11. Approval for remuneration by way of commission to the Non-Executive Directors, annually, for each of the five financial years commencing from 1<sup>st</sup> April, 2024, ranging between ₹ 1,00,00,000/- (Rupees One Crore only) and ₹ 1,30,00,000/- (Rupees One Crore and Thirty Lakhs only), individually;
  12. Entering into Related Party Transactions with British American Tobacco (GLP) Limited, United Kingdom, during the financial year 2024-25, for an amount not exceeding ₹ 2,350 Crores (Rupees Two Thousand Three Hundred and Fifty Crores only);
  13. Ratification of remuneration of Messrs. ABK & Associates, Cost Auditors for 'Wood Pulp' and 'Paper and Paperboard' products, for the financial year 2023-24 at ₹ 5,00,000/- (Rupees Five Lakhs only);
  14. Ratification of remuneration of Messrs. S. Mahadevan & Co., Cost Auditors for all applicable products of the Company, other than 'Wood Pulp' and 'Paper and Paperboard' products, for the financial year 2023-24 at ₹ 6,50,000/- (Rupees Six Lakhs and Fifty Thousand only).
- 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 at 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 7<sup>th</sup> August, 2023 till 5.00 p.m. on 10<sup>th</sup> August, 2023.
- 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 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 2:06 p.m.

All the Resolutions for consideration at the 112<sup>th</sup> AGM in respect of the items set out in the Notice dated 18<sup>th</sup> May, 2023, have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.

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**112<sup>th</sup> Annual General Meeting (AGM) of ITC Limited - Details of Voting Results**

<b>Date of the AGM</b>	11 <sup>th</sup> August, 2023
<b>Total number of shareholders on record date:</b> (being the cut-off date for determining shareholders entitled to vote - 4 <sup>th</sup> August, 2023)	31,53,104
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>  Promoters and Promoter Group: Public:	Not applicable
<b>No. of Shareholders attended the meeting through Video Conferencing:</b> Promoters and Promoter Group: Public:	Not applicable 763

**Agenda-wise disclosure**

**ORDINARY BUSINESS**

**Item No. 1 - Adoption of the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, 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	0.0000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	10,63,45,98,861	10,31,44,64,853	96.9897	10,31,41,72,152	2,92,701	99.9972	0.0028
	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
	<b>Total</b>		<b>10,31,44,64,853</b>	<b>96.9897</b>	<b>10,31,41,72,152</b>	<b>2,92,701</b>	<b>99.9972</b>	<b>0.0028</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,62,64,122	2.5278	4,61,60,456	1,03,666	99.7759	0.2241
	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
	<b>Total</b>		<b>4,62,64,122</b>	<b>2.5278</b>	<b>4,61,60,456</b>	<b>1,03,666</b>	<b>99.7759</b>	<b>0.2241</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,36,07,28,975</b>	<b>83.1196</b>	<b>10,36,03,32,608</b>	<b>3,96,367</b>	<b>99.9962</b>	<b>0.0038</b>



**Item No. 2 - Confirmation of Interim Dividend and declaration of Final Dividend and Special Dividend for the financial year ended 31<sup>st</sup> March, 2023.**

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	0.0000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	10,63,45,98,861	10,41,04,75,637	97.8925	10,41,04,75,637	0	100.0000	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
	<b>Total</b>		<b>10,41,04,75,637</b>	<b>97.8925</b>	<b>10,41,04,75,637</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,60,72,013	2.5173	4,59,58,748	1,13,265	99.7542	0.2458
	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
	<b>Total</b>		<b>4,60,72,013</b>	<b>2.5173</b>	<b>4,59,58,748</b>	<b>1,13,265</b>	<b>99.7542</b>	<b>0.2458</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,65,47,650</b>	<b>83.8883</b>	<b>10,45,64,34,385</b>	<b>1,13,265</b>	<b>99.9989</b>	<b>0.0011</b>

**Item No. 3 - 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	0.0000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	10,63,45,98,861	10,40,92,03,615	97.8805	10,01,48,24,227	39,43,79,388	96.2112	3.7888
	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
	<b>Total</b>		<b>10,40,92,03,615</b>	<b>97.8805</b>	<b>10,01,48,24,227</b>	<b>39,43,79,388</b>	<b>96.2112</b>	<b>3.7888</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,90,649	2.5128	4,51,07,796	8,82,853	98.0804	1.9196
	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
	<b>Total</b>		<b>4,59,90,649</b>	<b>2.5128</b>	<b>4,51,07,796</b>	<b>8,82,853</b>	<b>98.0804</b>	<b>1.9196</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,51,94,264</b>	<b>83.8775</b>	<b>10,05,99,32,023</b>	<b>39,52,62,241</b>	<b>96.2195</b>	<b>3.7805</b>



**Item No. 4 - Appointment of Mr. Mukesh Gupta 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	0.0000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	10,63,45,98,861	10,40,92,03,615	97.8805	9,97,88,95,790	43,03,07,825	95.8661	4.1339
	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
	<b>Total</b>		<b>10,40,92,03,615</b>	<b>97.8805</b>	<b>9,97,88,95,790</b>	<b>43,03,07,825</b>	<b>95.8661</b>	<b>4.1339</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,32,219	2.5096	4,57,41,192	1,91,027	99.5841	0.4159
	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
	<b>Total</b>		<b>4,59,32,219</b>	<b>2.5096</b>	<b>4,57,41,192</b>	<b>1,91,027</b>	<b>99.5841</b>	<b>0.4159</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,51,35,834</b>	<b>83.8770</b>	<b>10,02,46,36,982</b>	<b>43,04,98,852</b>	<b>95.8824</b>	<b>4.1176</b>

**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 2023-24.**

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	0.0000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	10,63,45,98,861	10,40,92,03,613	97.8805	10,33,82,51,622	7,09,51,991	99.3184	0.6816
	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
	<b>Total</b>		<b>10,40,92,03,613</b>	<b>97.8805</b>	<b>10,33,82,51,622</b>	<b>7,09,51,991</b>	<b>99.3184</b>	<b>0.6816</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,86,722	2.5126	4,57,53,750	2,32,972	99.4934	0.5066
	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
	<b>Total</b>		<b>4,59,86,722</b>	<b>2.5126</b>	<b>4,57,53,750</b>	<b>2,32,972</b>	<b>99.4934</b>	<b>0.5066</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,51,90,335</b>	<b>83.8775</b>	<b>10,38,40,05,372</b>	<b>7,11,84,963</b>	<b>99.3191</b>	<b>0.6809</b>





**SPECIAL BUSINESS**

**Item No. 6 - Appointment of Ms. Alka Marezban Bharucha as a Director and also as an Independent Director of the Company for a period of five years with effect from 12<sup>th</sup> August, 2023.**

Resolution Required :					Special 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	0.0000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	10,63,45,98,861	10,31,94,50,627	97.0366	9,70,52,07,030	61,42,43,597	94.0477	5.9523
	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
	<b>Total</b>		<b>10,31,94,50,627</b>	<b>97.0366</b>	<b>9,70,52,07,030</b>	<b>61,42,43,597</b>	<b>94.0477</b>	<b>5.9523</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,05,429	2.5082	4,49,36,279	9,69,150	97.8888	2.1112
	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
	<b>Total</b>		<b>4,59,05,429</b>	<b>2.5082</b>	<b>4,49,36,279</b>	<b>9,69,150</b>	<b>97.8888</b>	<b>2.1112</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,36,53,56,056</b>	<b>83.1568</b>	<b>9,75,01,43,309</b>	<b>61,52,12,747</b>	<b>94.0647</b>	<b>5.9353</b>

**Item No. 7 - Re-appointment of Mr. Anand Nayak as a Director and also as an Independent Director of the Company for a period of five years with effect from 13<sup>th</sup> July, 2024.**

Resolution Required :					Special 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	0.0000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	10,63,45,98,861	10,40,91,66,615	97.8802	10,00,89,43,940	40,02,22,675	96.1551	3.8449
	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
	<b>Total</b>		<b>10,40,91,66,615</b>	<b>97.8802</b>	<b>10,00,89,43,940</b>	<b>40,02,22,675</b>	<b>96.1551</b>	<b>3.8449</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,29,025	2.5095	4,50,84,544	8,44,481	98.1613	1.8387
	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
	<b>Total</b>		<b>4,59,29,025</b>	<b>2.5095</b>	<b>4,50,84,544</b>	<b>8,44,481</b>	<b>98.1613</b>	<b>1.8387</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,50,95,640</b>	<b>83.8767</b>	<b>10,05,40,28,484</b>	<b>40,10,67,156</b>	<b>96.1639</b>	<b>3.8361</b>



**Item No. 8 - Re-appointment of Mr. Ajit Kumar Seth as a Director and also as an Independent Director of the Company for a period of five years with effect from 13<sup>th</sup> July, 2024.**

Resolution Required :					Special 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 <sup>#</sup>	% 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	0.0000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	10,63,45,98,861	10,40,92,03,615	97.8805	10,40,21,16,125	70,87,490	99.9319	0.0681
	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
	<b>Total</b>		<b>10,40,92,03,615</b>	<b>97.8805</b>	<b>10,40,21,16,125</b>	<b>70,87,490</b>	<b>99.9319</b>	<b>0.0681</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,03,149	2.5080	4,57,37,185	1,65,964	99.6384	0.3616
	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
	<b>Total</b>		<b>4,59,03,149</b>	<b>2.5080</b>	<b>4,57,37,185</b>	<b>1,65,964</b>	<b>99.6384</b>	<b>0.3616</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,51,06,764</b>	<b>83.8768</b>	<b>10,44,78,53,310</b>	<b>72,53,454</b>	<b>99.9306</b>	<b>0.0694</b>

**Item No. 9 - Appointment of Mr. Hemant Malik as a Director, liable to retire by rotation, and also as a Wholetime Director of the Company for a period of three years with effect from 12<sup>th</sup> August, 2023, 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	0.0000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	10,63,45,98,861	10,40,92,03,615	97.8805	10,06,74,69,534	34,17,34,081	96.7170	3.2830
	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
	<b>Total</b>		<b>10,40,92,03,615</b>	<b>97.8805</b>	<b>10,06,74,69,534</b>	<b>34,17,34,081</b>	<b>96.7170</b>	<b>3.2830</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,27,734	2.5094	4,57,12,831	2,14,903	99.5321	0.4679
	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
	<b>Total</b>		<b>4,59,27,734</b>	<b>2.5094</b>	<b>4,57,12,831</b>	<b>2,14,903</b>	<b>99.5321</b>	<b>0.4679</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,51,31,349</b>	<b>83.8770</b>	<b>10,11,31,82,365</b>	<b>34,19,48,984</b>	<b>96.7294</b>	<b>3.2706</b>



**Item No. 10 - Re-appointment of Mr. Sanjiv Puri as a Director, not liable to retire by rotation, and also as the Managing Director & Chairman of the Company for a period of five years with effect from 22<sup>nd</sup> July, 2024, 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	0.0000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	10,63,45,98,861	10,40,91,66,613	97.8802	10,06,93,05,804	33,98,60,809	96.7350	3.2650
	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
	<b>Total</b>		<b>10,40,91,66,613</b>	<b>97.8802</b>	<b>10,06,93,05,804</b>	<b>33,98,60,809</b>	<b>96.7350</b>	<b>3.2650</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,87,690	2.5127	4,51,87,987	7,99,703	98.2610	1.7390
	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
	<b>Total</b>		<b>4,59,87,690</b>	<b>2.5127</b>	<b>4,51,87,987</b>	<b>7,99,703</b>	<b>98.2610</b>	<b>1.7390</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,51,54,303</b>	<b>83.8772</b>	<b>10,11,44,93,791</b>	<b>34,06,60,512</b>	<b>96.7417</b>	<b>3.2583</b>

**Item No. 11 - Approval for remuneration by way of commission to the Non-Executive Directors, annually, for a period not exceeding five years, for each of the financial years commencing from 1<sup>st</sup> April, 2024.**

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	0.0000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	10,63,45,98,861	10,40,92,03,615	97.8805	10,37,91,56,885	3,00,46,730	99.7113	0.2887
	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
	<b>Total</b>		<b>10,40,92,03,615</b>	<b>97.8805</b>	<b>10,37,91,56,885</b>	<b>3,00,46,730</b>	<b>99.7113</b>	<b>0.2887</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,21,450	2.5090	4,53,75,134	5,46,316	98.8103	1.1897
	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
	<b>Total</b>		<b>4,59,21,450</b>	<b>2.5090</b>	<b>4,53,75,134</b>	<b>5,46,316</b>	<b>98.8103</b>	<b>1.1897</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,51,25,065</b>	<b>83.8769</b>	<b>10,42,45,32,019</b>	<b>3,05,93,046</b>	<b>99.7074</b>	<b>0.2926</b>



**Item No. 12 - Entering into Related Party Transactions with British American Tobacco (GLP) Limited, United Kingdom, during the financial year 2024-25.**

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	0.0000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	10,63,45,98,861	6,78,95,89,465	63.8443	6,78,95,89,465	0	100.0000	0.0000
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	<b>Total</b>		<b>6,78,95,89,465</b>	<b>63.8443</b>	<b>6,78,95,89,465</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	3,76,29,382	2.0560	3,73,66,161	2,63,221	99.3005	0.6995
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	<b>Total</b>		<b>3,76,29,382</b>	<b>2.0560</b>	<b>3,73,66,161</b>	<b>2,63,221</b>	<b>99.3005</b>	<b>0.6995</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>6,82,72,18,847</b>	<b>54.7718</b>	<b>6,82,69,55,626</b>	<b>2,63,221</b>	<b>99.9961</b>	<b>0.0039</b>

\* Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company were not eligible to vote to approve this Resolution.

**Item No. 13 - Ratification of remuneration of Messrs. ABK & Associates, Cost Auditors, for the financial year 2023-24.**

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	0.0000	0	0	0.0000	0.0000
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	10,63,45,98,861	10,40,76,22,141	97.8657	10,40,76,22,141	0	100.0000	0.0000
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	<b>Total</b>		<b>10,40,76,22,141</b>	<b>97.8657</b>	<b>10,40,76,22,141</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,30,961	2.5096	4,57,94,642	1,36,319	99.7032	0.2968
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	<b>Total</b>		<b>4,59,30,961</b>	<b>2.5096</b>	<b>4,57,94,642</b>	<b>1,36,319</b>	<b>99.7032</b>	<b>0.2968</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,35,53,102</b>	<b>83.8643</b>	<b>10,45,34,16,783</b>	<b>1,36,319</b>	<b>99.9987</b>	<b>0.0013</b>



**Item No. 14 - Ratification of remuneration of Messrs. S. Mahadevan & Co., Cost Auditors, for the financial year 2023-24.**

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	0.0000	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	10,63,45,98,861	10,40,76,22,141	97.8657	10,40,76,22,141	0	100.0000	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
	<b>Total</b>		<b>10,40,76,22,141</b>	<b>97.8657</b>	<b>10,40,76,22,141</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting*	1,83,02,40,640	4,59,17,807	2.5088	4,57,70,633	1,47,174	99.6795	0.3205
	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
	<b>Total</b>		<b>4,59,17,807</b>	<b>2.5088</b>	<b>4,57,70,633</b>	<b>1,47,174</b>	<b>99.6795</b>	<b>0.3205</b>
<b>Total</b>		<b>12,46,48,39,501</b>	<b>10,45,35,39,948</b>	<b>83.8642</b>	<b>10,45,33,92,774</b>	<b>1,47,174</b>	<b>99.9986</b>	<b>0.0014</b>

\* 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 112<sup>th</sup> AGM in respect of the items set out in the Notice dated 18<sup>th</sup> May, 2023, have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.

