

**Postal Ballot by voting through electronic means of ITC Hotels Limited - Voting Results**

<b>Date of the AGM/EGM closure of e-voting (in case of Postal Ballot):</b>	18 <sup>th</sup> December, 2025
<b>Total number of shareholders on record date:</b> (being the cut-off date for determining shareholders entitled to vote – 31 <sup>st</sup> October, 2025)	25,07,634
<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

**Agenda – wise disclosure**

**SPECIAL BUSINESS**

**Item No. 1 - Granting, offering and issuing Equity Settled Stock Appreciation Rights to the eligible employees of the Company under an Employee Stock Appreciation Rights Scheme.**

<b>Resolution Required:</b>				<b>Special Resolution</b>				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				<b>No</b>				
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held on cut-off date</b>	<b>No. of votes Polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)= [(4)/(2)]*100</b>	<b>(7)= [(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	83,00,00,000	83,00,00,000	100	83,00,00,000	0	100	0
	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>83,00,00,000</b>	<b>83,00,00,000</b>	<b>100</b>	<b>83,00,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	92,71,03,367	89,94,56,074	97.0179	89,73,16,969	21,39,105	99.7622	0.2378
	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>92,71,03,367</b>	<b>89,94,56,074</b>	<b>97.0179</b>	<b>89,73,16,969</b>	<b>21,39,105</b>	<b>99.7622</b>	<b>0.2378</b>
Public-Non Institutions	E-Voting	32,56,24,731	1,09,52,897	3.3637	1,07,18,502	2,34,395	97.8600	2.1400
	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>32,56,24,731</b>	<b>1,09,52,897</b>	<b>3.3637</b>	<b>1,07,18,502</b>	<b>2,34,395</b>	<b>97.8600</b>	<b>2.1400</b>
<b>Total</b>		<b>2,08,27,28,098</b>	<b>1,74,04,08,971</b>	<b>83.5639</b>	<b>1,73,80,35,471</b>	<b>23,73,500</b>	<b>99.8636</b>	<b>0.1364</b>



**Item No. 2 - Granting, offering and issuing Equity Settled Stock Appreciation Rights to the eligible employees of the subsidiary companies of the Company under an Employee Stock Appreciation Rights Scheme.**

Resolution Required:				Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held 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	83,00,00,000	83,00,00,000	100	83,00,00,000	0	100	0
	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>83,00,00,000</b>	<b>83,00,00,000</b>	<b>100</b>	<b>83,00,00,000</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	92,71,03,367	89,94,56,074	97.0179	89,82,11,434	12,44,640	99.8616	0.1384
	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>92,71,03,367</b>	<b>89,94,56,074</b>	<b>97.0179</b>	<b>89,82,11,434</b>	<b>12,44,640</b>	<b>99.8616</b>	<b>0.1384</b>
Public-Non Institutions	E-Voting	32,56,24,731	1,09,46,979	3.3618	1,07,08,374	2,38,605	97.8204	2.1796
	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>32,56,24,731</b>	<b>1,09,46,979</b>	<b>3.3618</b>	<b>1,07,08,374</b>	<b>2,38,605</b>	<b>97.8204</b>	<b>2.1796</b>
<b>Total</b>		<b>2,08,27,28,098</b>	<b>1,74,04,03,053</b>	<b>83.5636</b>	<b>1,73,89,19,808</b>	<b>14,83,245</b>	<b>99.9148</b>	<b>0.0852</b>

All the Special Resolutions, as set out in the Postal Ballot Notice dated 24<sup>th</sup> October, 2025, have been passed on 18<sup>th</sup> December, 2025, by the Members with requisite majority.



**RAMENDRA LAL AUDDY**  
**SOLICITOR & ADVOCATE**

**C/O SANDERSONS & MORGANS**  
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**Scrutinizer's Report**

*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]*

The Chairman  
ITC Hotels Limited

Special Resolutions for granting, offering and issuing Equity Settled Stock Appreciation Rights to the eligible employees of Company and its subsidiary companies under an Employee Stock Appreciation Rights Scheme - Results of voting by Postal Ballot through electronic means

Dear Sir,

I, R. L. Auddy, Senior Solicitor and Partner, Messrs. Sandersons & Morgans, Advocates & Solicitors, appointed by the Board of Directors of the Company at the meeting held on 24<sup>th</sup> October, 2025 to act as the Scrutinizer in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the postal ballot by voting through electronic means ('remote e-voting') in respect of the Special Resolutions for granting, offering and issuing Equity Settled Stock Appreciation Rights to the eligible employees of Company and its subsidiary companies under an Employee Stock Appreciation Rights Scheme, as set out in the Postal Ballot Notice dated 24<sup>th</sup> October, 2025, do hereby submit my report as follows:-

1. Despatch of the Postal Ballot Notice along with the Explanatory Statement through electronic mode to the Members of the Company was completed on 18<sup>th</sup> November, 2025.
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., 31<sup>st</sup> October, 2025, were entitled to cast their votes by remote e-voting.
3. Remote e-voting commenced at 9:00 a.m. (IST) on 19<sup>th</sup> November, 2025 and ended at 5:00 p.m. (IST) on 18<sup>th</sup> December, 2025.
4. Remote e-voting was blocked at 5:00 p.m. (IST) on 18<sup>th</sup> December, 2025 by National Securities Depository Limited ('NSDL'), engaged by the Board of Directors of the Company for facilitating the e-voting process.

*Handwritten signature*

**RAMENDRA LAL AUDDY**  
**SOLICITOR & ADVOCATE**

5. The votes cast through remote e-voting were unblocked on 18<sup>th</sup> December, 2025 at 5:15 p.m. (IST) in the presence of 2 (two) witnesses, Ms. A. Guhamallick and Mr. S. Sil, neither of whom are in the employment of the Company.
6. Based on the scrutiny of the votes cast, the results of remote e-voting are reported as under:

**SPECIAL RESOLUTIONS**

**Item No. 1 - Granting, offering and issuing Equity Settled Stock Appreciation Rights to the eligible employees of the Company under an Employee Stock Appreciation Rights Scheme.**

	E-voting		Postal Ballot		Total Votes		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	8,033	173,80,35,471	N.A.	N.A.	8,033	173,80,35,471	99.86
Voted against the resolution	746	23,73,500	N.A.	N.A.	746	23,73,500	0.14
Invalid votes	-	-	N.A.	N.A.	-	-	-

*Handwritten signature*



**RAMENDRA LAL AUDDY**  
**SOLICITOR & ADVOCATE**

**Item No. 2 - Granting, offering and issuing Equity Settled Stock Appreciation Rights to the eligible employees of the subsidiary companies of the Company under an Employee Stock Appreciation Rights Scheme.**

	E-voting		Postal Ballot		Total Votes		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	7,943	173,89,19,808	N.A.	N.A.	7,943	173,89,19,808	99.91
Voted against the resolution	812	14,83,245	N.A.	N.A.	812	14,83,245	0.09
Invalid votes	-	-	N.A.	N.A.	-	-	-

Yours faithfully,



**(R. L. Auddy)**  
**SCRUTINIZER**

Place: Kolkata  
Date: 18<sup>th</sup> December, 2025

We, the undersigned, have witnessed that the votes cast through remote e-voting were unblocked from NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in our presence on 18<sup>th</sup> December, 2025 at 5.15 p.m. (IST).



Name: A. Guhamallick  
Address: M/s. Sandersons & Morgans  
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Name: S. Sil  
Address: M/s. Sandersons & Morgans  
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