


**2<sup>nd</sup> Annual General Meeting ('AGM') of ITC Hotels Limited - Details of Voting Results**

<b>Date of the AGM</b>	11 <sup>th</sup> August, 2025
<b>Total number of shareholders on record date:</b>	25,64,861
(being the cut-off date for determining shareholders entitled to vote – 4 <sup>th</sup> August, 2025)	
<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:	7 351

**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, 2025, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.**

<b>Resolution Required:</b>			Ordinary Resolution					
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>			No					
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*	83,00,00,000	83,00,00,000	100	83,00,00,000	0	100	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>83,00,00,000</b>	<b>100</b>	<b>83,00,00,000</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	94,36,62,053	91,30,87,369	96.7600	91,30,87,369	0	100	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>91,30,87,369</b>	<b>99.7600</b>	<b>91,30,87,369</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
Public - Non-Institutions	E-Voting*	30,88,84,639	95,52,418	3.0926	95,21,005	31,413	99.6712	0.3288
	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>95,52,418</b>	<b>3.0926</b>	<b>95,21,005</b>	<b>31,413</b>	<b>99.6712</b>	<b>0.3288</b>
<b>Total</b>		<b>2,08,25,46,692</b>	<b>1,75,26,39,787</b>	<b>84.1585</b>	<b>1,75,26,08,374</b>	<b>31,413</b>	<b>99.9982</b>	<b>0.0018</b>





**Item No. 2 - Appointment of Mr. Supratim Dutta who retires by rotation and offers himself for re-election.**

Resolution Required:			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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*	83,00,00,000	83,00,00,000	100	83,00,00,000	0	100	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>83,00,00,000</b>	<b>100</b>	<b>83,00,00,000</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	94,36,62,053	91,31,79,004	96.7697	89,60,61,800	1,71,17,204	98.1255	1.8745
	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>91,31,79,004</b>	<b>96.7697</b>	<b>89,60,61,800</b>	<b>1,71,17,204</b>	<b>98.1255</b>	<b>1.8745</b>
Public - Non-Institutions	E-Voting*	30,88,84,639	95,56,564	3.0939	95,12,543	44,021	99.5394	0.4606
	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>95,56,564</b>	<b>3.0939</b>	<b>95,12,543</b>	<b>44,021</b>	<b>99.5394</b>	<b>0.4606</b>
<b>Total</b>		<b>2,08,25,46,692</b>	<b>1,75,27,35,568</b>	<b>84.1631</b>	<b>1,73,55,74,343</b>	<b>1,71,61,225</b>	<b>99.0209</b>	<b>0.9791</b>





**Item No. 3 - Approval to remuneration of Messrs. S. R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, for conduct of audit for the financial year 2025-26.**

Resolution Required:			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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*	83,00,00,000	83,00,00,000	100	83,00,00,000	0	100	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>83,00,00,000</b>	<b>100</b>	<b>83,00,00,000</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	94,36,62,053	91,31,79,004	96.7697	91,26,80,397	4,98,607	99.9454	0.0546
	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>91,31,79,004</b>	<b>96.7697</b>	<b>91,26,80,397</b>	<b>4,98,607</b>	<b>99.9454</b>	<b>0.0546</b>
Public - Non-Institutions	E-Voting*	30,88,84,639	95,58,394	3.0945	95,31,348	27,046	99.7170	0.2830
	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>95,58,394</b>	<b>3.0945</b>	<b>95,31,348</b>	<b>27,046</b>	<b>99.7170</b>	<b>0.2830</b>
<b>Total</b>		<b>2,08,25,46,692</b>	<b>1,75,27,37,398</b>	<b>84.1632</b>	<b>1,75,22,11,745</b>	<b>5,25,653</b>	<b>99.9700</b>	<b>0.0300</b>



**SPECIAL BUSINESS**

**Item No. 4 - Appointment of Messrs. S. N. Ananthasubramanian and Co., Company Secretaries, as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five financial years commencing from the financial year 2025-26.**

<b>Resolution Required:</b>			Ordinary Resolution					
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>			No					
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*	83,00,00,000	83,00,00,000	100	83,00,00,000	0	100	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>83,00,00,000</b>	<b>100</b>	<b>83,00,00,000</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
Public - Institutions	E-Voting*	94,36,62,053	91,31,73,842	96.7692	91,31,73,842	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>91,31,73,842</b>	<b>96.7692</b>	<b>91,31,73,842</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
Public - Non-Institutions	E-Voting*	30,88,84,639	95,60,028	3.0950	95,34,863	25,165	99.7368	0.2632
	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>95,60,028</b>	<b>3.0950</b>	<b>95,34,863</b>	<b>25,165</b>	<b>99.7368</b>	<b>0.2632</b>
<b>Total</b>		<b>2,08,25,46,692</b>	<b>1,75,27,33,870</b>	<b>84.1630</b>	<b>1,75,27,08,705</b>	<b>25,165</b>	<b>99.9986</b>	<b>0.0014</b>

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

All the Resolutions for consideration at the 2<sup>nd</sup> AGM, in respect of the items set out in the Notice dated 15<sup>th</sup> May, 2025, have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.



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

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**Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]*

The Chairman  
ITC Hotels Limited

**2<sup>nd</sup> Annual General Meeting of the Members of ITC Hotels Limited ('the Company') held on Monday, 11<sup>th</sup> August, 2025 through Video Conferencing / Other Audio Visual 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 15<sup>th</sup> May, 2025 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and e-voting during the 2<sup>nd</sup> Annual General Meeting ('AGM') of the Company in respect of the Resolutions for consideration at the AGM, do hereby submit my report as follows:-

1. All the Resolutions for consideration at the AGM were transacted through remote e-voting and also e-voting during the AGM, for which purpose the Board of Directors of the Company engaged the services of National Securities Depository Limited ('NSDL').
2. Members whose names appeared 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. 4<sup>th</sup> August, 2025, were entitled to cast their votes by remote e-voting or e-voting during the AGM.
3. Voting through remote e-voting commenced at 9:00 a.m. (IST) on 7<sup>th</sup> August, 2025 and ended at 5:00 p.m. (IST) on 10<sup>th</sup> August, 2025, when remote e-voting was blocked by NSDL.
4. Facility of e-voting was also provided during the AGM to those Members who did not cast their votes by remote e-voting prior to the AGM.

*Handy*



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

5. After conclusion of voting at the AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked on the same day at 12:50 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.

Based on the reports generated from NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) , which I have scrutinized, the consolidated results of voting are reported as under:

**ORDINARY BUSINESS**

**Item No. 1 - Ordinary Resolution**

**Adoption of the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.**

	Remote e-voting		E-voting during the AGM		Consolidated Voting Results		
	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	4,683	1,75,24,44,199	27	1,64,175	4,710	1,75,26,08,374	99.9982
Voted against the resolution	72	31,413	0	0	72	31,413	0.0018
Invalid votes	0	0	0	0	0	0	0

*Handy*

**Item No. 2 - Ordinary Resolution**

**Appointment of Mr. Supratim Dutta who retires by rotation and offers himself for re-election.**

	Remote e-voting		E-voting during the AGM		Consolidated Voting Results		
	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	4,488	1,73,54,10,223	26	1,64,120	4,514	1,73,55,74,343	99.0209
Voted against the resolution	263	1,71,61,225	0	0	263	1,71,61,225	0.9791
Invalid votes	0	0	0	0	0	0	0

**Item No. 3 - Ordinary Resolution**

**Approval to remuneration of Messrs. S. R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, for conduct of audit for the financial year 2025-26.**

	Remote e-voting		E-voting during the AGM		Consolidated Voting Results		
	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	4,608	1,75,20,47,658	25	1,64,087	4,633	1,75,22,11,745	99.9700
Voted against the resolution	136	5,25,653	0	0	136	5,25,653	0.0300
Invalid votes	0	0	0	0	0	0	0

*Handy*

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

**SPECIAL BUSINESS**

**Item No. 4 – Ordinary Resolution**

**Appointment of Messrs. S. N. Ananthasubramanian & Co., Company Secretaries, as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five consecutive financial years commencing from the financial year 2025-26.**

	Remote e-voting		E-voting during the AGM		Consolidated Voting Results		
	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	4,646	1,75,25,44,530	27	1,64,175	4,673	1,75,27,08,705	99.9986
Voted against the resolution	101	25,165	0	0	101	25,165	0.0014
Invalid votes	0	0	0	0	0	0	0

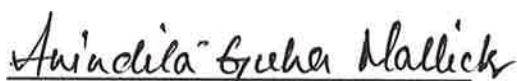
Yours faithfully,



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

Place: Kolkata  
Date: 11<sup>th</sup> August, 2025

We, the undersigned, have witnessed that the votes cast through remote e-voting and e-voting during the AGM were unblocked from NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in our presence on 11<sup>th</sup> August, 2025 at 12:50 p.m. (IST).



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