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Registered Office  
Virginia House  
37 J. L. Nehru Road, Kolkata 700 071 India  
Telephone : 91 33 22889371  
Fax : 91 33 22882259/2260/1256



82-3470

19<sup>th</sup> January, 2004

The Secretary  
The Calcutta Stock Exchange  
Association Ltd.  
7, Lyons Range  
Kolkata 700 001

The Executive Director  
Madras Stock Exchange Ltd.  
Exchange Building  
11, Second Line Beach  
Chennai 600 001

The Secretary  
The National Stock Exchange of India Ltd.  
Exchange Plaza, 5th floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (East)  
Mumbai 400 051

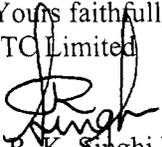
The Dy. General Manager  
Corporate Relationship Dept.  
The Stock Exchange, Mumbai  
1<sup>st</sup> floor, New Trading Ring,  
Rotunda Building, P. J. Towers  
Dalal Street, Fort  
Mumbai 400 001

Dear Sirs,

**Secretarial Audit Report for the quarter ended 31<sup>st</sup> December, 2003**

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FINANCIAL

In terms of the requirement under Circular No. D&CC/FITTC/CIR-16/2002 dated 31<sup>st</sup> December, 2002 of the Securities & Exchange Board of India, we enclose a copy of the Secretarial Audit Report dated 16<sup>th</sup> January, 2004, for the quarter ended 31<sup>st</sup> December, 2003, from M/s. Vinod Kothari & Co., Practising Company Secretary, in the prescribed format.

Yours faithfully,  
ITC Limited  
  
(R. K. Singh)  
Deputy Secretary

 1/23

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  
11 Avenue de la Porte - Neuve  
L-2227 Luxembourg.

**VINOD KOTHARI & CO.**

Company Secretary

1012 Krishna, 224 A J C Bose Road

Kolkata - 700 017, India

Phone/fax : 91-33-22811276/22817715/22813742

<http://vinodkothari.com>e-mail: [vinod@vinodkothari.com](mailto:vinod@vinodkothari.com)**SECRETARIAL AUDIT REPORT**

1.	For Quarter Ended	: 31 <sup>st</sup> December 2003
2.	ISIN	: INE154A01017
3.	Face Value	: Rs. 10/- per Ordinary Share
4.	Name of the Company	: ITC Limited
5.	Registered Office Address	: Virginia House, 37 Jawaharlal Nehru Road, Kolkata 700 071
6.	Correspondence Address	: Same as above.
7.	Telephone & Fax Nos.	: 2288 6426/0034/9371 2288 2358 (Fax)
8.	E-mail address	: <a href="mailto:itcsec@cal3.vsnl.net.in">itcsec@cal3.vsnl.net.in</a>
9.	Names of the Stock Exchanges where the Company's securities are listed	a) The Calcutta Stock Exchange Association Ltd. b) The Stock Exchange, Mumbai c) National Stock Exchange of India Ltd. d) Madras Stock Exchange Ltd.

		Number of shares	% of Total Issued Capital
10	Issued Capital	24,75,86,073	100.00
11	Listed Capital (For all Exchanges mentioned in point no. 9)	24,75,86,073	100.00

12. Held in dematerialised form in CDSL : 23,26,293
13. Held in dematerialised form in NSDL : 14,83,94,960
14. Physical : 9,68,64,820
15. Total No. of share (12+13+14) : 24,75,86,073
16. Reasons for difference if any, between (10 & 11), (10 & 15), (11 & 15) : N/A

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e-mail: vinod@vinodkothari.com

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars	No. of Shares	Applied/ Not applied for listing	Listed on Stock Exchanges	Whether intimated to CDSL	Whether intimated to NSDL	In-principle approval pending from Stock Exchange
Allotment of Shares under the Company's Employee Stock Option Scheme	65,356	Applied & Listed	YES	YES	YES	NO

18. Register of Members is updated (Yes / No) : YES

19. Reference of previous quarter with regards to excess dematerialised shares, if any : N/A

20. Has the company resolved the matter mentioned in point no. 19 above in current quarter? If not, Reason why? : N/A

21. Mention total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay : NIL

22. Name, Telephone & Fax No. of Compliance officer of the Company : Mr. Arun Bose  
2288-7043 (D), 2288-6426/0034, 2288-2358 (Fax)

23. Name, Address, Tel. & Fax No., Regn No. of Auditor : M/s Vinod Kothari & Co.  
1012 Krishna Building  
224 A J C Bose Road  
Kolkata - 700 017  
2281 7715/1276/3742  
ACS No. 4718  
COP No. 1391

**VINOD KOTHARI & CO.**

*Company Secretary*

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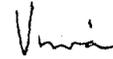
24. Appointment of common agency for share registry work. If yes (name & address)

: In-house Share registration unit - Registered with SEBI as Share Transfer Agent - Category II

25. Any other detail that the auditor may like to provide (e.g. BIFR Company, delisting from Stock Exchange, company changed its name etc.)

: The Company's shares have been delisted from Bangalore Stock Exchange Ltd, The Hyderabad Stock Exchange Ltd., Cochin Stock Exchange Ltd., Pune Stock Exchange Ltd., The Delhi Stock Exchange Ltd. & The Stock Exchange Ahmedabad.

For Vinod Kothari & Co  
Company Secretary



(Vinod Kumar Kothari)  
For Vinod Kothari & Co.

Place : Kolkata  
Date : 16/01/2004

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COP NO. 1391