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OFFICE OF INTERNATIONAL
CORPORATE FINANCE

17th August, 2004

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

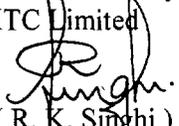
The Dy. General Manager
Corporate Relationship Dept.
The Stock Exchange, Mumbai
1st floor, New Trading Ring,
Rotunda Building, P. J. Towers
Dalal Street, Fort
Mumbai 400 001

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

Dear Sir,

93rd Annual General Meeting of the Company

Further to our letter dated 3rd August, 2004 on the subject, we now enclose a copy of the Minutes of the proceedings of the 93rd Annual General Meeting of the Company, held on 30th July, 2004, at Kolkata.

Yours faithfully,
ITC Limited

(R. K. Singhi)
Deputy Secretary

PROCESSED

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FINANCIAL

Encl. as above.

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SUPPL



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

MINUTES OF THE PROCEEDINGS OF THE NINETY-THIRD ANNUAL
GENERAL MEETING OF THE MEMBERS OF ITC LIMITED HELD ON
FRIDAY, 30TH JULY, 2004 AT 10.30 A.M. AT SCIENCE CITY, MAIN
AUDITORIUM, JBS HALDANE AVENUE, KOLKATA 700 046

PRESENT

DIRECTORS : Shri Y. C. Deveshwar (in the Chair)
Shri C. R. Green
Shri Y. P. Gupta
Shri Ajeet Prasad
Shri P. B. Ramanujam
Shri S. S. H. Rehman
Dr. B. Sen
Shri A. Singh
Shri J. B. Stevens
Dr. Ram S. Tarneja
Shri K. Vaidyanath
Shri B. Vijayaraghavan

COMPANY SECRETARY : Shri B. B. Chatterjee

Life Insurance Corporation of India

by its Representative Shri B. B. Raha

General Insurance Corporation of India

by its Proxy Shri A. K. Das

National Insurance Company Ltd.

by its Representative Shri A. K. Das

The New India Assurance Company Ltd.

by its Representative Shri P. K. Das

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OFFICE OF THE SECRETARY
CORPORATE AFFAIRS

The Oriental Insurance Company Ltd.

by its Representative

Shri N. M. Rakshit

United India Insurance Co. Ltd.

by its Representative

Shri P. Sen

**UTI Mutual Fund and
The Specified Undertaking of
the Unit Trust of India**

by their Representative

Shri A. K. Sen

Industrial Development Bank of India

by its Representative

Shri B. Dhar

IFCI Ltd.

by its Representative

Shri D. Ghosh

Tobacco Manufacturers (India) Ltd.

by its Representative

Shri C. R. Green

Myddleton Investment Company Ltd.

by its Representative

Shri C. R. Green

Rothmans International Enterprises Ltd.

by its Representative

Shri C. R. Green

(Details of other Members and Proxies present at the Meeting - as per Annexure attached.)



1. Shri Y. C. Deveshwar, Chairman of the Company, took the Chair and welcomed all those present to the 93rd Annual General Meeting of the Company.
2. The business before the Meeting was taken up after having established that the requisite quorum was present.
3. The Register of Directors' Shareholdings was placed before the Meeting in accordance with the requirements of Section 307(7) of the Companies Act, 1956, and it remained open and accessible during the continuance of the Meeting to all persons attending the Meeting.
4. The Certificate dated 28th May, 2004, from Messrs. A. F. Ferguson & Co., Chartered Accountants, Auditors of the Company, in respect of the Company's Employee Stock Option Scheme, was also placed before the Meeting, as required under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
5. The signed Auditors' Report was kept on the table throughout the Meeting.
6. The Chairman on the occasion of the 93rd Annual General Meeting delivered his Speech on 'Redefining Corporate Contribution - ITC : In Pursuit of Triple Bottom Line'. The Meeting applauded the Chairman's Address.
7. The Chairman shared the highlights of the unaudited financial results (provisional) for the First Quarter ended 30th June, 2004, which were approved by the Board of Directors of the Company earlier that morning. The Meeting applauded the performance of the Company.
8. The Notice dated 28th May, 2004 convening the 93rd Annual General Meeting together with the Report and Accounts for the financial year ended 31st March, 2004, as previously circulated, were taken as read.
9. Shri A. K. Mahindra, Senior Partner, Messrs. A. F. Ferguson & Co., Chartered Accountants, Auditors of the Company, read the Auditors' Report dated 28th May, 2004 on the Accounts of the Company for the financial year ended 31st March, 2004.



“Resolved that the Balance Sheet of the Company as at 31st March, 2004, the Profit and Loss Account of the Company for the financial year ended 31st March, 2004, together with the Schedules and Notes, as annexed thereto, the Report of the Directors & Management Discussion and Analysis dated 28th May, 2004 attached thereto, and the Auditors' Report to the Members dated 28th May, 2004, be and are hereby approved and adopted.”

On the Resolution being proposed by Shri D. Dutta and seconded by Shri B. Venkataratnam as an Ordinary Resolution, the Chairman enquired from the Members present if there were any clarifications required on the Report and Accounts of the Company. Amongst others, Sarvashri L. K. Awasthi, K. L. Mallik, B. S. Srimal, T. P. Goyal, B. Venkataratnam, I. C. Agarwal, A. N. Sein, S. Ghosh, M. K. Gupta and G. S. Pandey, Shrimati S. Bagaria and Shrimati M. Banka congratulated the Chairman, the Board of Directors and the employees of the Company on the excellent results, made suggestions and sought clarifications, inter alia, on the Report and Accounts of the Company and its various businesses, its subsidiaries, real estate exposure, remuneration of directors, employee stock option scheme, deployment of funds, buy-back of shares, bonus shares, EHS matters and future plans of the Company. The Members recorded their appreciation of ITC's rural development initiatives embracing areas such as social and farm forestry, integrated watershed development, web-enablement of the Indian farmer and economic empowerment of women. The Members also appreciated the high standard of investor service provided by the Company and congratulated the Chairman on the Company's e-Choupal initiative winning the first World Business Award instituted jointly by the International Chamber of Commerce, the United Nations Development Program and the HRH Prince of Wales International Business Leaders Forum.

The Chairman thanked the Members for their kind comments, suggestions and continued support. The Chairman replied to the queries of the Members to their satisfaction.

The Resolution was thereafter put to vote and on a show of hands declared carried unanimously.



11. RESOLUTION NO. 2 - ORDINARY RESOLUTION

“Resolved that dividend at the rate of Rs.20/- per Ordinary Share, absorbing Rs.495,35,77,020/-, be and is hereby declared on 24,76,78,851 Ordinary Shares of Rs.10/- each, fully paid, out of the net profits of the Company for the financial year ended 31st March, 2004, payable on or after 30th July, 2004, to those Members entitled thereto and whose names appear on the Register of Members of the Company as on 30th July, 2004, or to their mandatees, and to the beneficial owners as on 20th July, 2004 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of dematerialised shares.”

The Resolution was duly proposed by Shri H. Kampani and seconded by Shri S. N. Mitra as an Ordinary Resolution.

The Resolution was put to vote and on a show of hands declared carried unanimously.

12. RESOLUTION NO. 3 - ORDINARY RESOLUTION

“Resolved that Shri Yogesh Chander Deveshwar who retires by rotation at this Meeting in accordance with the provisions of Article 91 of the Articles of Association of the Company and who is eligible for re-election in terms of Article 93 of the Articles of Association of the Company be and is hereby re-elected a Director of the Company.”

The Resolution was duly proposed by Shri P. K. Dutt and seconded by Shri M. K. Gupta as an Ordinary Resolution.

The Resolution was put to vote and on a show of hands declared carried unanimously.



13. **RESOLUTION NO. 4 - ORDINARY RESOLUTION**

“Resolved that Shri Ajeet Prasad who retires by rotation at this Meeting in accordance with the provisions of Article 91 of the Articles of Association of the Company and who is eligible for re-election in terms of Article 93 of the Articles of Association of the Company be and is hereby re-elected a Director of the Company.”

The Resolution was duly proposed by Shri G. S. Pandey and seconded by Shri A. K. Sil as an Ordinary Resolution.

The Resolution was put to vote and on a show of hands declared carried unanimously.

14. **RESOLUTION NO. 5 - ORDINARY RESOLUTION**

“Resolved that Shri John Benedict Stevens who retires by rotation at this Meeting in accordance with the provisions of Article 91 of the Articles of Association of the Company and who is eligible for re-election in terms of Article 93 of the Articles of Association of the Company be and is hereby re-elected a Director of the Company.”

The Resolution was duly proposed by Shri S. N. Kundu and seconded by Shri B. Mukherjee as an Ordinary Resolution.

The Resolution was put to vote and on a show of hands declared carried unanimously.



15. **RESOLUTION NO. 6 - ORDINARY RESOLUTION**

“Resolved that Shri Sahibzada Syed Habib-ur-Rehman who retires by rotation at this Meeting in accordance with the provisions of Article 91 of the Articles of Association of the Company and who is eligible for re-election in terms of Article 93 of the Articles of Association of the Company be and is hereby re-elected a Director of the Company.”

The Resolution was duly proposed by Shri S. K. Mahawar and seconded by Shri K. L. Mallik as an Ordinary Resolution.

The Resolution was put to vote and on a show of hands declared carried unanimously.

16. **RESOLUTION NO. 7 - SPECIAL RESOLUTION**

“Resolved that Messrs. A. F. Ferguson & Co., Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold such office until the conclusion of the next Annual General Meeting to conduct the audit at a remuneration of Rs. 90,00,000/- payable in one or more instalments plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred.”

The Resolution was duly proposed by Shri B. K. Nandi and seconded by Shri A. K. Mitra as a Special Resolution.

The Special Resolution was put to vote and on a show of hands declared carried by requisite majority.

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17. **RESOLUTION NO. 8 - ORDINARY RESOLUTION**

“Resolved that, in accordance with the applicable provisions of the Companies Act, 1956, or any amendment or modification thereof, this Meeting hereby approves the extension of the term of office of Shri Sahibzada Syed Habib-ur-Rehman as a Director of the Company, liable to retire by rotation, and also as a Wholetime Director up to 20th March, 2006, on the same remuneration as approved by the Members at the Annual General Meeting of the Company held on 25th July, 2003, and as set out in the Explanatory Statement annexed to the Notice convening this Meeting, a copy whereof initialled by the Chairman for identification is placed before this Meeting.”

The Resolution was duly proposed by Shri J. Acharya and seconded by Shri A. R. Majumdar as an Ordinary Resolution.

The Resolution was put to vote and on a show of hands declared carried unanimously.

18. **RESOLUTION NO. 9 - ORDINARY RESOLUTION**

“Resolved that, in accordance with the applicable provisions of the Companies Act, 1956, or any amendment or modification thereof, consent be and is hereby accorded to modification in the terms of remuneration paid or payable to the Wholetime Directors of the Company, with effect from 1st April, 2004, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, a copy whereof initialled by the Chairman for identification is placed before this Meeting.”

The Resolution was duly proposed by Shri B. Chakraborty and seconded by Shri D. K. Chattoraj as an Ordinary Resolution.

The Resolution was put to vote and on a show of hands declared carried by requisite majority.



19. RESOLUTION NO. 10 - SPECIAL RESOLUTION

“Resolved that, in accordance with the applicable provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, or any amendment or modification thereof (‘the Guidelines’), and subject to such approvals and sanctions as may be necessary, the Pricing Formula for determining the Exercise Price for grant of Options to such permanent employees and Directors of the Company, as may be decided by the Board of Directors of the Company (‘the Board’, which term shall be deemed to include the Compensation Committee thereof) under the Company’s Employee Stock Option Scheme, be modified on and from the date of this Meeting, to read as follows:

‘The Exercise Price will be the closing price of the Company’s share on the National Stock Exchange of India Limited (‘the NSE’) on the date of grant, or such price which is no lower than the average price of the Company’s share in the six months preceding the date of grant based on the daily closing price on the NSE, or the ‘Market Price’ as defined from time to time under the Guidelines / applicable regulation(s), as may be determined by the Board.’”

The Resolution was duly proposed by Shri C. Navaneethan and seconded by Shri M. Mehra as a Special Resolution.

The Special Resolution was put to vote and on a show of hands declared carried by requisite majority.



20. **RESOLUTION NO. 11 – SPECIAL RESOLUTION**

“Resolved that the Pricing Formula for determining the Exercise Price for grant of Options as proposed in the Resolution under Item No. 7 of the convening Notice, and approved at this Meeting, be made applicable to the eligible employees including the Managing / Wholetime Directors of such subsidiary companies of the Company, as may be decided by the Board of Directors of the Company (‘the Board’, which term shall be deemed to include the Compensation Committee thereof).”

The Resolution was duly proposed by Shri R. Das and seconded by Shri I. C. Agarwal as a Special Resolution.

The Special Resolution was put to vote and on a show of hands declared carried by requisite majority.

21. The business before the 93rd Annual General Meeting of the Company having been transacted, the Chairman thanked all those present and declared the Meeting as concluded.

Date: 16th Aug., 2004.


CHAIRMAN

ANNEXURE - LIST OF MEMBERS WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY, 2004.

Name of Member

Name of Member

ACHARYA JYOTIRMAY
ADAMALI ZULEKHA
AGARWAL INDER CHAND
AGARWAL PUSHPA
AGRAWAL DINESH KUMAR
AUDDY MOHAN LAL
BACHHAWAT AJIT KUMAR
BAGARIA SUNITA
BAI C R SUNDARI
BAI C R SUNDARI
BAI C R SUNDARI
BAIDYA ASHOK KUMAR
BANDYOPADHYAY MITRA
BANERJEE AMIT KUMAR
BANERJEE LIPIKA
BANERJEE MINU
BANERJEE PRALAY KUMAR
BANERJEE RATHINDRA NATH
BANERJEE TARUN KUMAR
BANKA MINU
BARAL SUNIL CHANDRA
BARDHAN NIKHIL RANJAN
BARDHAN SIMA
BARUA PETER
BARUA SUPANTHA
BASAK BAPI
BASAK SANAT KUMAR
BASAK SANAT KUMAR
BASU BANDANA
BASU BUDDHA DEB
BASU PRATIK KUMAR
BASU RATINDRA NATH
BASU SHILA
BENGANI KIRAN DEVI
BHAGAT KRISHNA KUMAR
BHAR BIMAL
BHAR SHANKAR
BHATTACHARYA SATINDRA KUMAR
BHAUMICK SATYA RANJAN
BHAUMIK SUSIL KUMAR
BHOWMIK NIMAI DAS
BISWAS BAIDYA NATH
BISWAS PARTHA SARATHI
BISWAS SAKTI PRASAD
BISWAS UDAY CHAND
BORAL PRIYANKU
BOSE ASOKE KUMAR
BOTHRA VIJAY KUMAR
CHAKARBARTY KUMUD RANJAN
CHAKRABORTY BIMAL
CHAKRABORTY SUDIN KUMAR
CHATTERJEE ANANDA JYOTI
CHATTERJEE BISHWA BEHARI
CHATTERJEE CHANDIDAS
CHATTERJEE NISITH KUMAR
CHATTERJEE PRADIP
CHATTERJEE RANABIR

ADAMALI ZULEKHA
AGARWAL BAJRANG LAL
AGARWAL PREM
AGARWAL SURESH KUMAR
ATTARI NAFISA
AWASTHI LAKSHMI KANT
BAG SHIBSANKAR
BAI C R SUNDARI
BAI C R SUNDARI
BAID SMPAT MAL
BAIDYA BIRENDRA NATH
BANERJEE ALOK NATH
BANERJEE DEEPTI PRAKASH
BANERJEE MILI
BANERJEE NARENDRA NATH
BANERJEE PRITHE NATH
BANERJEE RATNA
BANERJEE TARUN KUMAR
BANTHIA CHHATTAR SINGH
BARDHAN NIKHIL RANJAN
BARDHAN SIMA
BARDHAN TAPAN KUMAR
BARUA PRADIP
BASAK ARATI
BASAK NIRMAL KUMAR
BASAK SANAT KUMAR
BASU PRONAB KUMAR
BASU BIJOYA
BASU NRIPENDRA LAL
BASU RABINDRA NATH
BASU SANKAR NATH
BASU SUBIR KUMAR
BENGANI RAJ
BHANDARY GOPAL CHANDRA
BHAR RABINDRA NATH
BHATTACHARJEE RANOJAY
BHATTACHARYYA PARTHA KUMAR
BHAUMIK KANCHAN KUMAR
BHOWMIK ARIJIT
BISWAS ABHIJIT RANJAN DEB
BISWAS MRS PHULJHURI
BISWAS PROTIMA
BISWAS SMITA
BORAL NIRMAL CHANDRA
BOSE ARUN
BOSE SUNIL KUMAR
BYSACK AJIT KUMAR
CHAKRABARTI RATNA
CHAKRABORTY MAINAK
CHAKRABORTY SUJIT
CHATTERJEE ANITA
CHATTERJEE BISWANATH
CHATTERJEE KASTURI
CHATTERJEE PARTHA
CHATTERJEE PRANAB
CHATTERJEE SAMBHU KINKAR

LIST OF MEMBERS WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING
HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY , 2004.

Name of Member

Name of Member

CHATTERJEE SUNIL KUMAR
CHATURVEDI ASHOK
CHAUDHURI SANTA
CHOUDHURY DEBAJIT
CHOUDHURY MUKULENDU SAHA
CHOUDHURY SOMEN
CHOWDHURI SHAMAL PAL
CHOWDHURY BIJOYA
CHOWDHURY RANA PAUL
CHUNDER JYOTI PROKASH
CHUNDER SUJATA
DAMANI GHANSHYAM DAS
DAMANI SAROJ
DAN RANJIT KUMAR
DAS DIBYENDU
DAS KALIPADA
DAS LIPI
DAS MANINDRADEB
DAS RANAJIT
DAS RUMA
DAS SH DEB KUMAR
DAS SWAPAN KUMAR
DATTA AMAR RANJAN
DE DIPAK KUMAR
DE HARAN CHANDRA
DE JOYDEB
DE PRABAL KUMAR
DE SATYA BRATA
DEB RAI MOHON
DEVALLA VENKATESHWARLU
DEVESHWAR Y C
DEY AMAL KUMAR
DEY JAGADISH CHANDRA
DEY PHANINDRA CHANDRA
DEY SUBHASH CHANDRA
DHAR RUPCHAND
DHAR SUDIPTA KUMAR
DROZARIO MARCIAN
DUTT PRONAB KUMAR
DUTT RABINDRA NATH
DUTTA AJIT KUMAR
DUTTA AMIYA NATH
DUTTA DIPAK KUMAR
DUTTA DIPAK KUMAR
DUTTA RAJIB KUMAR
DUTTA SABUJ KANTI
DUTTA SAMIRENDU
EHSAN MD SHARIQUE
GANESAN SUBRAMANIAN
GANGULY BIMALENDU
GANGULY NILAY KUMAR
GEORGE MATHEWS
GHOSE SUBODH KUMAR
GHOSH A K
GHOSH ARIJIT
GHOSH MANABENDU

CHATTORAJ DEB KUMAR
CHAUDHURI MANJU
CHINEY SANJOY KUMAR
CHOUDHURY DEBAJIT
CHOUDHURY PRABIR ROY
CHOUDHURY SRI RAMEN
CHOWDHURY BIJOYA
CHOWDHURY GOKULENDRA KUMAR
CHUNDER JYOTI PROKASH
CHUNDER JYOTI PROKASH
DAGA VISHWESHWAR
DAMANI NAWAL KISHORE
DAN ARIN
DAS BAIDYANATH
DAS HRIDAY RANJAN
DAS KARABI
DAS MANINDRA DEB
DAS PRANAB KUMAR
DAS RINA
DAS SAIBAL
DAS SUBHANKUR
DASGUPTA GAUTAM
DAW LATIKA
DE GOBINDA CHANDRA
DE JONAKI
DE PRABAL KUMAR
DE PRANAB KANTI
DE SUBRATA
DEBI PURNIMA
DEVESHWAR BHARTI
DEVESHWAR YOGESH CHANDER
DEY ANIMA
DEY MATHURA MOHAN
DEY SOUMENDRA
DHAR ASHOKE KUMAR
DHAR SANATAN
DHUR KSHETRA MOHUN
DUTT ADIP KUMAR
DUTT PRONAB KUMAR
DUTT SUSANTA KUMAR
DUTTA AMAR
DUTTA BRINDABON
DUTTA DIPAK KUMAR
DUTTA PRAN GOPAL
DUTTA SABUJ KANTI
DUTTA SALIL KUMAR
DWIVEDY KALI PRASAD
GANDHI URMILA
GANGULY ANJAN KUMAR
GANGULY IVA
GANGULY SANAT KUMAR
GHOSAL SUDHAMOY
GHOSE SUNIL KUMAR
GHOSH ANUP KUMAR
GHOSH GOUTAM KUMAR
GHOSH PRABIR

LIST OF MEMBERS WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING
HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY , 2004.

Name of Member	Name of Member
GHOSH RANJIT	GHOSH RANJIT
GHOSH SADHANA	GHOSH SAKTI PRASAD
GHOSH SUDIP	GHOSH SUKLA
GHOSH SUKUMAR	GHOSH TAPO GOPAL
GHOSH TAPO GOPAL	GILRA CHAITANYA SWARUP
GOSWAMI MANAS KUMAR	GOYAL TRIBHUWAN PAL
GUHA BINOTA	GUHA NITIN
GUHA UMA SANKAR	GUPTA ANCHAL
GUPTA JYOTIRMAY SEN	GUPTA KAUSHIK
GUPTA MANOJ KUMAR	GUPTA PRITINDU DAS
GUPTA SAROJIT SEN	GUPTA SUMAYA
HASAN MUSTARY	HOSSAIN ABID
JAIN ARUNA	JAIN SURESH
JAIN TEEKAM CHAND	JAJOO MANJU
JANA ASOKE KUMAR	JANA TARAK NATH
K VAIDYANATH	K VAIDYANATH
K VAIDYANATH	KABRA PRABHA
KALIMUDDIN ARVABAI	KALIMUDDIN ARVABAI
KALIMUDDIN ARVABAI	KAMPANI HEMAL
KAMPANI HEMAL	KAMPANI CHARUSHILA
KAPOOR SANJAY KUMAR	KAPUR SATISH
KAR SANKAR PRASAD	KARMAKAR BIDYUT KUMAR
KARMAKAR SHYAMAL	KARMAKAR SHYAMAL
KARMAKAR SRIBASH CHANDRA	KARNANI KUSUMLATA
KHETAWAT HEM	KOTHARI KANTA
KUMAR BIPRA DAS	KUMAR SAILENDRANATH
KUMAR SAUMENDRA NATH	KUMAR CHOWDHURY GOKULENDRA
KUNDU SOUMYENDRA NARAYON	KUNDU AMIT KUMAR
KUNDU ANITA	KUNDU ANUPAM
KUNDU BISHAKHA	KUNDU BISHAKHA
KUNDU BISWENDRA NARAYAN	KUNDU BISWENDRA NARAYON
KUNDU GAUTAM	KUNDU KANAK LATA
KUNDU SATYA NARAYAN	KUNDU SOUMYENDRA NARAYON
LAHA BAISAKHI	LAHA GOBINDA CHANDRA
LAHA LIPIKA	LAW JOYPRAKASH
MADIA KETAN	MAHADEVAIAH T S
MAHALANOBIS SANDHYA	MAHAWAR JAIKANT
MAHAWAR KRIPA SHANKER	MAHAWAR SHREE KANT
MAHESHWARI BALMUKAND	MAITY SITANGSHU SEKHAR
MAJUMDAR AJIT RANJAN	MAJUMDAR AMAL KUMAR
MAJUMDAR PRATIMA	MAJUMDAR RANAJIT KUMAR
MAJUMDER MAYA	MAJUMDER SUSANTA
MALLICK DHIRENDRA NATH	MALLICK DULAL CHAND
MALLIK ALOK KUMAR	MALLIK KABERI
MALLIK KASHMIR LAL	MANDAL AMITESH
MANDAL SANDHYA RANI	MAZUMDER MINA
MEHRA MUKESH	MEHROTRA PRAKASH NARAIN
MENEZES MRS MARIA	MENEZES MRS MARIA
MITRA AMAL KUMAR	MITRA ANUP KUMAR
MITRA BHUPAL CHANDRA	MITRA HARI DHON
MITRA KAMALA	MITRA RAGHABENDRA NATH
MITRA SASHI NATH	MODAK DEBASHIS
MODI MOTI DEVI	MOHTA SANGEETA
MONDAL S C	MUKERJEE ANANDA MOHON
MUKHERJEE DEBJYOTI	MUKHERJEE ARCHANA



LIST OF MEMBERS WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING
HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY , 2004.

Name of Member

Name of Member

MUKHERJEE BANI
MUKHERJEE BUDDHADEB
MUKHERJEE MANAB KUMAR
MUKHERJEE MITRA
MUKHERJEE NIRANJAN
MUKHERJEE RAMA NATH
MUKHERJEE RAMANATH
MUKHERJEE SHYAMAL KUMAR
MUKHERJEE SWATI
MUKHERJEE TAPAS
MUKHOPADHYAY PULAK KUMAR
MUNDRA RAJ RATAN
N ASWATHANARAYANA SETTY M
NANDI ANIL KUMAR
NANDI RAJ KUMAR
NANDI SUBHAS CHANDRA
NANDY RANJAN
NARAYANAN T S SANKARA
NATARAJAN VIMALA
NONDY JOYDEEP
PAL RATNA
PANDEY GANGA SAHAI
PANDEY GANGA SAHAI
PANDEY GANGASAHAI
PANDEY GANGESH
PANDEY MANORAMA
PAUL ARUN KUMAR
PAUL BIRENDRA NATH
PAUL JAYANTA
PAUL SUMIL KUMAR
PODDER ANIMA KUNDU
PRAKASH OM
PRASAD ANJALI
R THINAKARAN
RAKSHIT SWAPAN
RANA JOYDEB
RANA RUBY
BATHULA VENKATARATNAM
RAY DIPAK
RAY KRISHNENDU
RAY PRANAB CHANDRA
REHMAN S S H
ROY ASHA
ROY BIPAD BHANJAN
ROY DURGA PROSAD
ROY JATINDRA NATH GHOSH
ROY NABAGOPAL
ROY SANJOY
ROY SHYAMAL KUMAR
ROY SUPRIYO
S NATARAJAN V
SAHA AMIT KUMAR
SAHA BISWA NATH
SAHA MANORANJAN
SAHA NILIMA
SAHA PRAN GOPAL

MUKHERJEE BHABANI BILAS
MUKHERJEE KAUSHIK KUMAR
MUKHERJEE MITRA
MUKHERJEE MOHIT KUMAR
MUKHERJEE PRIYABRATA
MUKHERJEE RAMA NATH
MUKHERJEE SANKAR
MUKHERJEE SUDHANSHU KUMAR
MUKHERJEE SWATI
MUKHOPADHYAY MALAY
MULLICK TAPAS KUMAR
MURUGAN V S JYOTHI
NAG ARNAB KUMAR
NANDI BIMAL KRISHNA
NANDI SHYAMAL KUMAR
NANDY NETAI
NARAYANAN P S
NARAYANAN T S SANKARA
NEOGI RANABIR
PAL RANJIT KUMAR
PAL SWAPAN KUMAR
PANDEY GANGA SAHAI
PANDEY GANGA SAHAI
PANDEY GANGESH
PANDEY MANORAMA
PANDIT GOPAL CHANDRA
PAUL BEJOY KRISHNA
PAUL JATINDER SINGH
PAUL SUBRATA
PAUL SUSANTA
PODDER NITYA GOPAL
PRAMANIK PRABHASH
PUTATUNDA SATYAJYOTI
RADHAKRISHNAN K
RANA JOYDEB
RANA RUBY
RATHI DEVENDRA KUMAR
RAY BARUN KUMAR
RAY DIPANKAR
RAY MINAKSHI
RAY SHO VAN
REHMAN S S H
ROY BANKIM CHANDRA
ROY DILIP KUMAR
ROY HRIDESH CHANDRA
ROY MAMATA
ROY PRABIR KUMAR
ROY SANTI KUMAR
ROY SISIRENDU
ROY TAPAN KUMAR
SABBERWAL SUDHA
SAHA BIJOY
SAHA INDRA MOHAN
SAHA MANORANJAN
SAHA PRABIR KUMAR
SAHA PRAN GOPAL

Q

LIST OF MEMBERS WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING
HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY , 2004.

Name of Member	Name of Member
SAHA PRASHANTA KUMAR	SAHA SANKAR
SAHA SUKANTA	SAHA SURESH CHANDRA
SANCHETI PANMAL	SANKARANARAYANAN T S
SARAF RAJENDRA KUMAR	SARAF RAJENDRA KUMAR
SARAOGI SATYANARAYAN	SARKAR ASHIS
SARKAR SANTOSH KUMAR	SARKAR SHYAM SUNDAR
SARKAR TAPAS KUMAR	SARKER BISWANATH
SEAL BIDYUT KR	SEAL SANKAR LALL
SEAL SANTOSH KUMAR	SEBASTIAN JAMES K
SEIN AMIYA NATH	SEN AJOY KUMAR
SEN ANJAN	SEN CHABI RANI
SEN DULAL CHANDRA	SEN GOUTAM
SEN PRADIP KUMAR	SEN PRASANTA
SEN SANKAR	SEN SATYABRATA
SENGUPTA ANUP KUMAR	SENGUPTA KALYAN
SENGUPTA PARITOSH	SENGUPTA RANJIT
SETT PRIYAJIT KUMAR	SETT SANJOY KUMAR
SETT SANJOY KUMAR	SHAH ASHITA C
SHAW MUNNA KUMAR	SIBA DIPALI
SIL ARPITA	SIL ASOK KUMAR
SIL DEBABRATA	SINGH ANUP
SINGH SHREE PRAKASH	SINGH SHREE PRAKASH
SINGHAL PRIYA	SINGHAL VIJAY KUMAR
SINGHI RAJENDRA KUMAR	SINGHI RAJENDRA KUMAR
SINHA PALLAB KANTI	SINHA SAMBIT NATH
SIRCAR BRAJO GOPAL	SIRCAR BRAJOGOPAL
SIVA PARIMAL KANTI	SIVARAMAN ANUP
SONI SANTOSH	SONI SANTOSH
SRIMAL BIJNAN SINGH	SUD RAJIV NARAYAN
SUR ASOK	SUR BIBHUTI
SUR KAMALA KANTA	SURI LEILA
SURI LEILA	SURI RAJEEV KUMAR
TALUKDAR NIREN	TALUKDAR SUPRAKASH
TALUKDAR TUHINA	TARNEJA RAM S
TARNEJA RAM S	TAT KSHITIS CHANDRA
THAKUR URMILA	C NAVANEETHAN
THOMAS KIRAN	VAID PAWAN KUMAR
VAIDYANATHAN SRINIVASAN	VOHRA NAINI
WADHWA BHISHAM LAL	WADHWA KAILASH C
WADHWA NITIN	YAGNICK MANIDHAR
ADMINISTRATOR GENERAL OF WEST BENGAL	YADAV KALIKA
GTC INDUSTRIES LTD. (By it's representative)	R K JAJOO
PG COMMERCIALS (P) LTD. (By it's representative)	NAVIN KUMAR



ANNEXURE - LIST OF PROXIES WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY , 2004.

Member for whom attended	Name of Proxy
SHYAMLAL AGARWALLA	MATHURA SINGH
IKHLAS AHMAD	Y C DEVESHWAR
YASHAS PATI AGARWAL	Y C DEVESHWAR
SHYAM SUNDAR AGARWAL	SAROJ HAZRA
SHYAMSUNDER AGRAWAL	BIMAL DEY
SHYAM SUNDAR AGARWAL	MANOJ SINHA
SHYAMLAL AGARWALLA	Y C DEVESHWAR
IKHLAS AHMAD	Y C DEVESHWAR
AJEET KR AGARWAL	CHANCHAL MITRA
SANJAY K. AGRAWAL	RABINDRANATH DAS
SHYAMLAL AGARWALLA	Y C DEVESHWAR
SHYAMLAL AGARWALLA	Y C DEVESHWAR
SHYAMLAL AGARWALLA	Y C DEVESHWAR
K ASEERVADAM	Y C DEVESHWAR
SHYAM SUNDAR AGARWAL	SANJOY DAS
SHYAM SUNDAR AGARWAL	KUNAL BANERJEE
V CH APPARAO	Y C DEVESHWAR
M BASKARAN	Y C DEVESHWAR
ACHUYAT DAS BABA	KABIR ROY
VENKATARAMANAMURTY BARATAM	RINTI SAHA
KRISHNAVATARAM BARATAM	GOVINDA MISHRA
BALAKRISHNA MURTY BARATAM	JAYDEEP SAHA
DEBABRATA BHAUMIK	SWAPAN SAHA
DURGAPRASAD BHAUMIK	SUBRATA MANNA
SAKTIPRASAD BHAUMIK	JYOTIRMOY CHATTERJEE
ABDULLA BHURA	Y C DEVESHWAR
HAMIDA BEGUM	PARWEZ WAHEED
INDRA KALA BIHANI	SUMIT BIHANI
RAMA SHANKER BAGARIA	SUNIL KUMAR AGARWAL
PESTONJI DOSSABHAI BARIA	Y C DEVESHWAR
DWIPAK KUMAR BASU	UTTAM SARKAR
CHANDRA SEKHARA PAKEER BARATAM	MANOJ PAUL
SUSRI BANERJEE	A K BANERJEE
REBA BANERJEE	PRADIPTA ROY
SUBRATA BHAUMIK	BABAI GHORAI
RENUKA BISWAS	BIMALENDU ACHARYA
G BHADRARIAH	BISWANATH CHAKRABORTY
THE ADMINISTRATOR GENERAL OF WEST BENGAL	BIKASH CHOWDHURY
UPENDRA NATH CHOWDHURY	PARTHA BHOWMICK
ASIMA CHOWDHURY	RAMEN CHOUDHURY
SURESH CHAND	SURESH DAS
RAMENDRA MOHAN CHAUDHURI	RAVI SHANKAR CHAUDHURI
B CHENNAIAH	PINTU DAS
DURGA RAO CH	AVIJIT SHOW
M SOMESWARA CHARY	KISHORE DAS
P S N CHARY	PRABAL DASGUPTA
PRASANNA CHATTERJEE	Y C DEVESHWAR
S JANARDHANA CHARYALU	SONA DAS
S S K MADHUSUDHANA CHARYULU	AJIT RANJAN SAHA
SABITA DEY	DEBABRATA DEY
SANDHYA DEB	RABI BHUSAN DEB
SURESH KUMAR DAMANI	RAM NARAYAN DAMANI
CHINTAPALI DURGARAO	DIPANKAR ROY
G DARUGA	SANTOSH SHOW
MADAN PRASAD DUBEY	SYAMAL DEY

LIST OF PROXIES WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING
HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY , 2004.

Member for whom attended	Name of Proxy
SANYASI RAJU D	Y C DEVESHWAR
KUNAL DUTT	KAUSHIK DUTT
KUNAL DUTT	KAUSHIK DUTT
BURRA JOHN EBENEZER	Y C DEVESHWAR
M ESHWARAIAH	SANKAR BISWAS
SATYANARAYANA GAMINI	BIRAJ BOSE
MINA RANI GIRI	MITHU CHOWDHURY
K SRINIVASA GURIKAR	Y C DEVESHWAR
RAM DAS GUPTA	Y C DEVESHWAR
GIAN CHAND GUPTA	Y C DEVESHWAR
SARITA GUPTA	SOMNATH DAS
APPA RAO G	Y C DEVESHWAR
B GURUVULU	GOPAL CHANDRA ROY
PRAFULLA KUMAR GHOSH	PRASENJIT GHOSH
SHYAM SUNDER HANS	SAMAR GHOSH
AHMED HUSSAIN	SHYAMAL DAWN
SHYAM SUNDER HANS	SANJAY GHOSH
KISHAN LAL JHUN JHUN WALA	UPENDRA KR SINGH
NAVEEN CHAND JAIN	SURYA SEN
SUNDRI DEVI JAIN	BIMAN MAJUMDER
ABHAY KUMAR JAIN	HARI SINGH
ASHOK KUMAR JAIN	RAJIB ROY
PRAMOD KUMAR JAIN	ARUN GHOSH
HUKAM CHAND JAIN	MOIN KHAN
RAMADEVI JHUNJHUNWALA	Y C DEVESHWAR
SHANKER LAL JHUNJHUNWALA	Y C DEVESHWAR
KISHAN LAL JHUNJHUNWALA	Y C DEVESHWAR
SEEMA RANI JAIN	BRIJESH SINGH
ASHOK KR JAIN	SACHIN BISWANATH
ABHAY KUMAR JAIN	DHANANJOY SINGH
SH PRAMOD KUMAR JAIN	SUNIL SINGH
ATUL KUMAR JAIN	GITESH GUPTA
MANJU SHREE JAIN	SHANTI SWAROOP JAIN
RAMA DEVI JHUNJHUNWALA	Y C DEVESHWAR
TANGUDU JAGANNADHAM	RAMGOPAL SHARMA
A V JACOB	SAPNA MEHTA
A V JACOB	RITIKA BAJORIA
D JOHN	GANESH MONDAL
S JOSEPH	RANJIT JAISWAL
S K JAMALUDDIN	SATYANARAYANA BISWAS
KRISHNAKANT KALSOTRA	NIRMAL CHATTERJEE
CHUNILAL KALSOTRA	SAMIR BISWAS
VIJAY C KAPOOR	Y C DEVESHWAR
MAGATAPALLI SANTHA KUMARI	SOUMEN ROY CHOWDHURY
BALDEV SINGH KAMPANI	PRITHEEPAUL SINGH KAMPANI
BIMLA KILLA	Y C DEVESHWAR
AETUKURI USHA KUMARI	BAPI MONDAL
AETUKURI USHA KUMARI	RIJU SAHA
A USHA KUMARI	ARUP GHOSH
MARUTHI RAMADAS KOTESWARARAO	Y C DEVESHWAR
T S LACHHMANSINGH	Y C DEVESHWAR
KORISETRA LINGAPPA	Y C DEVESHWAR
TANGUDU LAKSHMI	RAJKUMAR SHAW
PRASANNA RAO LN	Y C DEVESHWAR
KANTILAL MAGANLAL MANDAVIA	ANIL BISWAS
SUNIL KUMAR MITRA	Y C DEVESHWAR

LIST OF PROXIES WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING
HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY , 2004.

Member for whom attended	Name of Proxy
MAHUA MITRA	ASIT KUMAR DEY
TAPAN KUMAR MUKHERJEE	RAMEN CHOUDHURY
MADHUKAR H MAHINDRAKAR	Y C DEVESHWAR
VISHWANATH H MAHINDRAKAR	Y C DEVESHWAR
HARINIRANJAN MUNDHRA	MADHU DAS
EMDADALI MOLLAH	SAROJ SINGH
SUNIL KUMAR MITRA	RANJIT MANDAL
MAHUA MITRA	BABLOO CHAKRABORTY
MALABIKA MITRA	KUNAL MITRA
NIRMAL MOJUMDER	AOKE DAS
G MUTTAIAH	GAUTAM ROUT
K MURALI	SAJAL GUHA
MOHAMMED LAL MD	Y C DEVESHWAR
P SITA RAM MURTHY	SUNIL PRAMANICK
P MALLESAM	Y C DEVESHWAR
PURNIMA M MAHINDRAKAR	SUJIT SEN
SANTHAKUMARI MAGATAPALLI	Y C DEVESHWAR
RADHIKA NANDAKUMAR	LALTU BISHWAS
VED PRAKASH	SUJOY BURMAN
DILIP KR PAL	BISWAJIT NATH
MIRA PYNE	MANOJ KR PYNE
FAIZUDDIN P	Y C DEVESHWAR
G RAVI PRASAD	BAPI DAS
HARIRAM PRASAD	MIDUL SONA
JAYANADAN PRASAD	SOMNATH CHAKRABORTY
K SARANGA PANI	DEBASISH SAHA
K PEDDABBAI	SUJIT GHOSH
P PARI PURNAM	RANJIT DAS
PRASADA RAO P	Y C DEVESHWAR
T NAGA PRASAD	SANKAR CHAKRABORTY
Y V PRASAD	SUNIL DUTTA
RAJ KUMAR	SHANKAR HALDER
ILA RANI ROY	A GHOSH
N R NARAYANA RAO	Y C DEVESHWAR
ASHOK KUMAR RANIWALA	VIJAYA KAUSHIK
ILA RANI ROY	A GHOSH
NALAM NARASIMHA RAO	AKHIL DAS
K V S PRAKASA RAO	PIKLU BASAK
K V SUDHAKAR RAO	BHASKAR SARKAR
K V RAMANA RAO	RAJA HELA
K V JANARDHAN RAO	RAJANISH ROY CHOUDHURY
K V CHIRANJEEVI RAO	PINTU SEN
K V SESHAGIRI RAO	DIPAK SINGH
K V RAMA RAO	RAJA SEN
K V JAGAN MOHANA RAO	RAHUL BANERJEE
SWAPAN KUMAR ROY	ABHIJIT DAS
A NAGESWARA RAO	RAJU GUPTA
B RAMBABU	DEBASISH DUTTA
B PRAKASA RAO	JITESH CHAND
B VENKAT REDDY	BHASKAR CHOWDHURY
B NAGESWARA RAO	PINTU GHOSH
B LOURDU RAJU	MONU GHOSH
CH VENKAT REDDY	BABAI SAHA
CH RAMI REDDY	PRADIP PAUL
D S V PRASAD RAO	ASHOKE DEY
-----	Y C DEVESHWAR

LIST OF PROXIES WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING
HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY , 2004.

Member for whom attended	Name of Proxy
K JANARDHANA RAO	SUPRAKSH BHATTACHARYA
K B GOPALAKRISHNA RAO	SAMIR CHATTERJEE
K GANGA RAO	TAPAS PAUL
M RAM MOHAN RAO	AMIT ROY
M P RANGA RAO	UTTAM DUTTA
M VIJAYA RAMA RAJU	SANTANU CHOKRABORTY
M GANGA RAM	GAUTAM GUPTA
N NARAYANA RAO	MUNNA ROUTH
N VENKATA REDDY	BULBUL BANERJEE
N RAMANA	AVIJIT SAHA
P RAMBABU	TILAK BISWAS
P NAGESWARA RAO	SUBIR GOSWAMI
P SESHAGIRI RAO	Y C DEVESHWAR
S ADI REDDY	SUBANKAR MOITRA
S BHASKAR RAO	SHAMAL CHOKRABORTY
S VENKATA RAO	SUJIT SEAL
SOURATH ROY	A GHOSH
T MOHAN RAO	MR CHAIO
T SUBBA RAO	UJJAL GUHA
YARRA VENKATA NAGESWARA RAO	Y C DEVESHWAR
DAHABHAI AMRITLAL SHAH	LALTO CHATTERJEE
PRABHA SACHDEVA	SOUMOJIT BHATTACHARYA
DILIP KUMAR AMRITLAL SHAH	GOVIND BALMIKI
J V SRIDHAR	MUDITA CHOWDHURY
M G DASHARATHA RAMA SETTY	PUJA CHITLANGIA
SEPHALI SARKAR	SAKTI JHA
SHANTABEN AMRITLAL SHAH	SANTOSH PARBAT
KISHANLAL SULTANIA	SANJOY DAS
DAHABHAI AMRITLAL SHAH	AJAY KUMAR SINGH
DAHABHAI AMRITLAL SHAH	RAVI KUMAR DUBEY
ANIL KUMAR SI	MANISH SABOO
SUMITA SARKAR	MADHAB CHANDRA MONDAL
PADMA RANI SETHI	Y C DEVESHWAR
SANJAY KUMAR SETHI	Y C DEVESHWAR
SANJAY KUMAR SETHI	Y C DEVESHWAR
VYAS SINGH	UDESH SHARMA
MOHAN SINGH	BAPI DAS
MOHAN SINGH	UDDIDAN DAS ROY
DAHABHAI AMRITLAL SHAH	JITENDER KUMAR MAHATO
DAHABHAI AMRITLAL SHAH	BISWAJIT SIL
K V V S S SUBRAMANYAM	Y C DEVESHWAR
N VENKATESWARA SASTRY	Y C DEVESHWAR
P SABITA SAMUEL	AVIJIT SEAL
P SAI SRINIVAS	BISWAJIT SAHA
P SATYANARAYANA	AMAR DAS
R SATYANARAYANA	DEBASISH GUIN
S SURYANARAYANA	JAYDEB DEY
SABITA SAMUEL	TAPAN SAHA
A V THOMAS	SHALINI TODI
ANJERY KAKKU VARGHESE	ANUP SINGH
MAGATAPALLI VENKATA RAMANA MURTY	SOMEN MITRA
SRIRAMAMURTY VARANASI	RAJU PODDAR
B VANITHA	AKBAR KHAN
BHARAT B VERMA	RAKESH DUBEY
A VENKATESWARLU	DIBBENDU GHOSH
BHASKARA REDDY G V	Y C DEVESHWAR

LIST OF PROXIES WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING
HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY , 2004.

Member for whom attended	Name of Proxy
G VENKANNA	ALOKE BISWAS
G VENKATESHWARLU	RAJA DAS
K VENKAIAH	SUJAY MITRA
L I WHITE	ATANU SANTRA
P VENKATAYYA	RAJESH SINGH
THERESA VINOLA	RAJESH AGARWAL
MAYVIE FLORA KHARKONGOR	CHARLES L KHARKONGOR
PASPAT SINGH	ARINDAM SARKAR
MOHAMMAD KHURSHID ALAM MALLICK	RAJA BARUA
MOHAMMAD MAHBOOBUL HAQUE	VIVEK SHARMA
RAJA RAM GOWALA	PUSPENDU CHAKRABORTY
MOHAMMAD ALI	SUBHASISH GHOSH
BAIJ NATH SHARMA	SUBHASH MUKHERJEE
JAYANTI SINHA	P K SINHA
GAMINI SATYANARAYANA	ARNAB CHAKROBORTY
KISHIN GIANCHAND HINGORANI	Y C DEVESHWAR
MAYVIE FLORA KHARKONGOR	CHARLES L KHARKONGOR
MANOJ KUMAR BHURA	PUNIT JAIN
SUDARSHAN KABRA	DIBYENDU GHOSH
KANHAIYALAL CHUHARMAL CHANCHLANI	Y C DEVESHWAR
J SEKAR JAYABAL	RAJA SEN
STICHTING BEDRIJFSPENSIOENFONDS VOOR DE METAAL EN TECHNISCHE BEDRIJFSTAKKEN (BPMT)	ASHOK MITRA
R S N SIVA	K V KRISHNAN
SOUMITRA CHATTERJEE	RATHINDRA KUMAR DAS
ILA RANI ROY	A GHOSH
RAJENDRA SINGH BENGANI	MANISH BHANSALI
ZARIN ARDESHIR BILLIMORIA	AJOY SAHA
ALOO PHIROZSHAW BILLIMORIA	Y C DEVESHWAR
ALOO PHIROZSHAW BILLIMORIA	KAILASH VALMIKI
HARI DAS BURMAN	RAMESH MEHRA
NARESH DAS MEHRA	RAMESH MEHRA
DINESH DAS MEHRA	RAMESH MEHRA
KURUSH NOSHIR GRANT	Y C DEVESHWAR
SHEILA SARAOGI	Y C DEVESHWAR
SAMBHU KUMAR KUNDU	Y C DEVESHWAR
BINA DEVI GUPTA	PRANAB NATH
SURINDER AGGARWAL	Y C DEVESHWAR
SWATANTRA SINGH KOTHARI	JANAMEJAY
HAIDERALI HASANALI RUPANI	SADHAN DAS
NILOFER HAIDERALI RUPANI	BAPI MOHANTY
APARNA PAUL	DHANIA PRASAD YADAV
ARATI SAHA	RAM CHANDRA SAHA
ARNAB KUMAR PAUL	DHANIA PRASAD YADAV
MUKESH AGARWAL	Y C DEVESHWAR
CHANDRA KANTA AGARWAL	Y C DEVESHWAR
V S DHANDAPANI	Y C DEVESHWAR
GENERAL MOTORS EMPLOYES GLOBAL GROUP PENSIONTRUST	S K CHAUBEY
CAPITAL INTERNATIONAL EMERGING MARKETS FUND	P CHAKRAVARTY
TENNESSEE CONSOLIDATED RETIREMENT SYSTEM	S MANNA

LIST OF PROXIES WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING
HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY , 2004.

Member for whom attended	Name of Proxy
FIDELITY MANAGEMENT AND RESEARCH COMPANY A/CFIDELITY INVESTMENT TRUST - FIDELITY EMERGINGMARKETS FUND	S K CHAUBEY
THE BOSTON COMPANY ASSET MANAGEMENT LLC A/C THE TBC PRIVATE TRUST	S BHADURI
M AND G INVESTMENT MANAGEMENT LIMITED A/C THE PRUDENTIAL ASSURANCE COMPANY LIMITED	S RAJAGOPAL
M AND G INVESTMENT MANAGEMENT LIMITED A/C PRUDENTIAL PENSIONS LIMITED	S RAJAGOPAL
M AND G INVESTMENT MANAGEMENT LIMITED A/C PRUDENTIAL GLOBAL GROWTH TRUST	S BHADURI
M AND G INVESTMENT MANAGEMENT LIMITED A/C PRUDENTIAL INTERNATIONAL GROWTH TRUST	S BHADURI
MEDIOLANUM INTERNATIONAL FUNDS LIMITED A/C TOP MANAGERS EMERGING MARKETS ALPHA FUND 9	D NEOGI
CAPITAL GUARDIAN TRUST COMPANY A/C CAPITAL GUARDIAN ALL COUNTRY WORLD (EX-U.S.) EQUITY FUND FOR TAX-EXEMPT TRUSTS	N K GHOSH
CAPITAL GUARDIAN TRUST COMPANY A/C CAPITAL GUARDIAN ALL COUNTRY WORLD (EX-U.S.) EQUITY MASTER FUND	N K GHOSH
MPAM FUNDS TRUST A/C MPAM EMERGING MARKETS FUND	N K GHOSH
FRANKLIN MUTUAL ADVISERS, LLC A/C MUTUAL DISCOVERY FUND (A SERIES OF FRANKLIN MUTUAL SERIES FUND INC)	B K SINGH
FRANKLIN MUTUAL ADVISERS, LLC A/C MUTUAL DISCOVERY SECURITIES FUND(A SERIES OF FRANKLINTEMPLETON VARIABLE INSURANCE PRODUCTS TRUST)	B K SINGH
F AND C EMERGING MARKETS LIMITED A/C FOREIGNAND COLONIAL EMERGING MARKETS INVESTMENT TRUST PLC	S BHADURI
F AND C EMERGING MARKETS LIMITED A/C FOREIGNAND COLONIAL INVESTMENT TRUST PLC	N K GHOSH
SCHRODER INVESTMENT MANAGEMENT NORTH AMERICAINC A/C SCMCT INDIA (MAURITIUS) LIMITED	P CHAKRAVARTY
F AND C EMERGING MARKETS LIMITED A/C F AND CINDIA LIMITED	H P THACKER
AMERICAN EXPRESS ASSET MANAGEMENT INTERNATIONAL INC A/C WORLD TRUST-EMERGING MARKETS PORTFOLIO	S MANNA
CAPITAL INTERNATIONAL INC. A/C CAPITAL GUARDIAN EMERGING MARKETS EQUITY FUND FOR TAX EXEMPT TRUSTS	S K CHAUBEY

LIST OF PROXIES WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING
HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY , 2004.

Member for whom attended	Name of Proxy
CAPITAL INTERNATIONAL INC. A/C EMERGING MARKETS TRUST	S K CHAUBEY
STATE STREET BANK AND TRUST COMPANY WORLD INDEX COMMON TRUST FUNDS INDIA EMERGING MARKETSINDEX COMMON TRUST FUND	D NEOGI
KIM MATHULLA MATHEN SEI INSTITUTIONAL INTERNATIONAL TRUST EMERGING MARKETS EQUITY FUND MANAGED BY THE BOSTON COMPANY ASSET MANAGEMENT, LLC	Y C DEVESHWAR
CAPITAL GUARDIAN TRUST COMPANY A/C CAPITAL GUARDIAN ALL COUNTRY WORLD EQUITY FUND FOR TAX-EXEMPT TRUSTS	B K SINGH
OPPENHEIMER FUNDS, INC. A/C OPPENHEIMER DEVELOPING MARKETS FUND	A K AGARWAL
HOSPITALS OF ONTARIO PENSION PLAN A/C HOSPITALS OF ONTARIO PENSION PLAN - CAPITAL GUARDIANTRUST	A K AGARWAL
F AND C EMERGING MARKETS LIMITED A/C F AND CPORTFOLIOS FUND - F AND C GLOBAL EMERGING MARKETS PORTFOLIO	B K SINGH
WORCESTERSHIRE COUNTY COUNCIL PENSION FUND	H P THACKER
NEW YORK LIFE INSURANCE COMPANY A/C NEW YORKLIFE INSURANCE COMPANY - GENERAL FUNDS	A K AGARWAL
SEI INSTITUTIONAL INTERNATIONAL TRUST EMERGING MARKETS EQUITY FUND MANAGED BY CITIGROUP ASSET MANAGEMENT LIMITED	A K AGARWAL
SHELL PENSIONS MANAGEMENT SERVICES LIMITED A/C SHELL PENSIONS TRUST LIMITED AS TRUSTEE OF THE SHELL CONTRIBUTORY PENSION FUND	AJAY SHARMA
CITIBANK INTERNATIONAL PLC A/C GLOBAL EMERGING MARKETS EQUITY FUND	A K AGARWAL
THE MAURITIUS (MAYUR) FUND LIMITED.	D NEOGI
GENERAL ELECTRIC PENSION TRUST JANUS WORLDWIDE FUND	PARTHASARTHI MUKHERJEE
WORLDWIDE GROWTH PORTFOLIO JANUS ADVISER WORLDWIDE FUND	PARTHASARTHI MUKHERJEE
FRANK RUSSELL INVESTMENT COMPANY PLC EMERGINGMARKETS EQUITY FUND	PARTHASARTHI MUKHERJEE
STATE STREET BANK AND TRUST COMPANY TRUSTEE FOR E.I. DUPONT DE NEMOURS AND COMPANY PENSIONTRUST	PARTHASARTHI MUKHERJEE
GOLDMAN SACHS FUNDS, S.I.C.A.V. - GOLDMAN SACHS ASIA PORTFOLIO	PARTHASARTHI MUKHERJEE

LIST OF PROXIES WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING
HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY , 2004.

Member for whom attended	Name of Proxy
STATE STREET TRUSTEES LIMITED AS DEPOSITARY OF UBS INVESTMENT FUND ICVC, GLOBAL EMERGING MARKETS EQUITY FUND	PARTHASARTHI MUKHERJEE
VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUND	PARTHASARTHI MUKHERJEE
AMERICAN ADVANTAGE EMERGING MARKETS FUND - THE BOSTON COMPANY ASSET MANAGEMENT LLC	PARTHASARTHI MUKHERJEE
AMERICAN INVESTMENT TRUST - BIRCH TREE FUND	PARTHASARTHI MUKHERJEE
PATTABIRAMAN. M	AMAR NAYAK
SAROJA. P	SARSA SAHADEO
BIMLA AGGARWAL	BIKASH HELA
MOHAN LAL AUDDY	CHANDAN MAJUMDER
T A PRASANNA KUMAR	Y C DEVESHWAR
SHARDA MOHUNTA	S L RATHI
RAMESH CHAND MOHUNTA	S L RATHI
SUDHA MEHRA	MANOJ KUMAR GUPTA
SANJAY BHUWANIA	PRABHA CHATTERJEE
BELA RANI SAHA	SANTI RANJAN SAHA
JETHI DEVI CHOPRA	BISWAJIT PATTNAYAK
MAGAN LAL RATHI	VEENA RATHI
MALATI SEN	GOPAL CHANDRA SEN
DILIP KUMAR PAL	SHRUTI ANAND SINGH
B.N MALA	K VAIDYANATH
NARESH SHANTILAL THACKER	PRANAY BISWAS
ARUN GOYLE	SWAPAN KUMAR PAIT
M GOVINDA RAJULU	Y C DEVESHWAR
G MANONMANI	Y C DEVESHWAR
M RAVINDRAN	ANUP SINGH
SAMAPTI GHOSH	PREM NIHAR GHOSH
SANDHYA SEN	PRADIP KUMAR SARKAR
INDER SHARMA	Y C DEVESHWAR
SURESH KUMAR PODDAR	RAJENDRA KUMAR SARAF
SAMBHU KUMAR KUNDU	Y C DEVESHWAR
RAMA SARAF	ABHISHEK KHEMKA
RATNA GOENKA	SAROJ SHAH
NAV RATAN GOENKA	SHRUTI GOENKA
A MOHAMMED FAHIM	ASHOK ROY
KONDURI SRIRANGANAYAKULU	SUDHAKAR RAO
SUBHASH MITRA	PRABHAT PATTANAYAK
GHAN SHYAM AGARWAL	Y C DEVESHWAR
R RANGANATH	ANUP SINGH
RANJIT SENGUPTA	AMITA SENGUPTA
ASHIS KANTI PAUL	DIPAK DAS
GARGI PAUL	HABUL BHATTACHARYA
ASHWIN PARMANANDDAS SHAH	SUJIT SAHA
TUBA A MAHABAT	Y C DEVESHWAR
KRISHNAKANT PARMANANDDAS SHAH	TAMAL SEN
RAMDEO GAWALA	DIPAK HELA
PADMA RANI SETHI	Y C DEVESHWAR
SHAH DAHYABHAI AMRITLAL	Y C DEVESHWAR
SHAH PARVATIBEN AMRITLAL	BAPPA ROY
SHAH DAHYABHAI AMRITLAL	Y C DEVESHWAR

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LIST OF PROXIES WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING
HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY , 2004.

Member for whom attended	Name of Proxy
GAURAV RATHI	TARUN RATHI
CHANDAN DHAR	ANUP KR SENGUPTA
SWATANTRA KUMAR SOMANI	PRAVEEN SOMANI
ASHOK SOMANI	PRAVEEN SOMANI
SURESH CHAND JAIN	ADITYA SONI
ASHA SOMANI	PRAVEEN SOMANI
MADHUMITA PAUL	A MUKERJEE
CHHABI GHOSH	JAYANTA KR BANERJEE
MRINAL KANTI PAUL	Y C DEVESHWAR
JNAN PROKAS CHANDRA	JYOTI PROKAS CHANDRA
RAM CHAND CHUNDER	JYOTI PROKAS CHANDRA
SIKHA BISWAS	SANKAR PROSAD MONDAL
ANUP KUMAR MITRA	Y C DEVESHWAR
MIHIR KUMAR MITRA	RINKU SAHA
NANDITA MITRA	ANIRBAN MITRA
RAJENDER KUMAR GURZI	Y C DEVESHWAR
RANJAN DAS	B B CHATTERJEE
SRINIVAS UPPULA	K VAIDYANATH
C RAJA KUMAR	Y C DEVESHWAR
C MURALIDARAN	Y C DEVESHWAR
C VINODHAN	Y C DEVESHWAR
C MANGAYARKARASI	Y C DEVESHWAR
J V SHANTHAKUMAR	VIKAS MILANI
S B JAGADEESH	K VAIDYANATH
K HARANATH	K VAIDYANATH
DR MADAN MOHAN DAS	SANDIP DAS
NAZIM SULTANALI MANEKIA	Y C DEVESHWAR
RADHEY SHYAM KHANDLWAL	ANURADHA GOEL
PRABIR DATTA	AMAL DUTTA
JHARNA BANERJEE	MANORANJAN BANERJEE
LALITA AGARWALA	PRAVEEN SOMANI
KANIKA BANERJEE	PRADIPTA ROY
MANAK CHAND SETHIA	RAVINDRA KUMAR SETHIA
BAL KISHAN DAGA	AMIT DAGA
UPENDRA NATH CHOWDHURY	BINOD MALLICK
SUNIL KUMAR AGARWAL	Y C DEVESHWAR
MANISHA AGARWAL	Y C DEVESHWAR
BANSHI DHAR SINGH	BIDYUT SAHA
RANJAN DAS	RAHUL HELA
GOVIND DEVI BINANI	SUSHIL KUMAR DAGA
KOTHA VENKATARAMANA	DHANGAR DAS
RAJENDRAN R	K VAIDYANATH
GOPAL DAS BAGARIA	SUSHIL KUMAR AGARWAL
BHARAT KISHORE	Y C DEVESHWAR
PUTNAM CANADIAN GLOBAL TRUST - PUTNAM EMERGING MARKETS EQUITY FUND	Y C DEVESHWAR
FIDELITY MANAGEMENT RESEARCH COMPANY A/C FIDELITY ADVISOR SERIES VIII FIDELITY ADVISOR EMERGING ASIA FUND	Y C DEVESHWAR
BRINSON RELATIONSHIP FUNDS - BRINSON EMERGINGMARKETS EQUITY FUND	Y C DEVESHWAR

LIST OF PROXIES WHO ATTENDED THE 93RD ANNUAL GENERAL MEETING
HELD AT SCIENCE CITY, MAIN AUDITORIUM ON 30TH JULY , 2004.

Member for whom attended	Name of Proxy
LLOYD GEORGE INVESTMENT MANAGEMENT (BERMUDA)LTD A/C SOUTH ASIA PORTFOLIO	Y C DEVESHWAR
BT FUNDS MANAGEMENT LIMITED AS TRUSTEE OF BTPACIFIC BASIN FUND	Y C DEVESHWAR
STICHTING PENSIOENFONDS ABP TRUSTEES OF THE MINeworkERS PENSION SCHEME LIMITED - MINeworkERS PENSION SCHEME	Y C DEVESHWAR
COMMONFUND ASSET MANAGEMENT COMPANY, INC. A/COMMONFUND EMERGING MARKETS INVESTORS COMPANY	Y C DEVESHWAR
ANITA CHANANI	HARISH KUMAR CHANANI
RAJIVE KAUL	Y C DEVESHWAR
PREM S KATARIA	Y C DEVESHWAR
S GOPAL KRISHNA	Y C DEVESHWAR
MUSTAFA ABDULKARIM MUKHI	ANJAN BOSE
BINOD KUMAR AGRAWAL	LAL BABU CHOURASIA
LEKHA GIRI	MUKUL SAHA
VARGHESE A K	K VAIDYANATH
PRABHASH KUMAR AGRAWALLA	SHREE CHAND SONI
PUSHPABEN INDUPRASAD JOSHI	ASHOK GHOSH ROY
PUSHPABEN INDUPRASAD JOSHI	SUDHIR KR SAHA
M ANWER EBRAHIM	AMIT DAS
B R NAGENDRA GUPTA	Y C DEVESHWAR
DEEPAK L ASWANI	Y C DEVESHWAR
K S VAIDYANATHAN	Y C DEVESHWAR
NIMAI CHAND DUTT	ARIT DUTTA
SARASWATI DUTT	ARUNABHA BISWAS
P R PADMANABAN	Y C DEVESHWAR
PRADIP MITRA	SUBHASH CHANDRA CHAUDHURI
KALPANA SEN	ARUN KUMAR SEN

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OFFICE OF INTERNATIONAL
CORPORATE FINANCE



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

18th August, 2004

The Secretary
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
1st floor, New Trading Ring,
Rotunda Building, P. J. Towers
Dalal Street, Fort
Mumbai 400 001

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

Dear Sir,

In terms of the Listing Agreement, we enclose a copy of the Certificate dated 28th May, 2004 from M/s. A. F. Ferguson & Co., Statutory Auditors, confirming compliance with Conditions of Corporate Governance under Clause 49 of the Listing Agreement by the Company.

Yours faithfully,
ITC Limited

A handwritten signature in black ink, appearing to be 'R. K. Singhi', written over the typed name.

(R. K. Singhi)
Deputy 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
11 Avenue de la Porte - Neuve
L-2227 Luxembourg.

A. F. FERGUSON & CO.
CHARTERED ACCOUNTANTS

APEEJAY HOUSE
5th FLOOR, BLOCK 'B'
15 PARK STREET
KOLKATA - 700 016

May 28, 2004

The Board of Directors
ITC Limited
Virginia House
37 J L Nehru Road
Kolkata 700071

Dear Sirs,

Re: Certificate of compliance of conditions of Corporate Governance

Please find enclosed a certificate addressed to the shareholders regarding the compliance of conditions of Corporate Governance for the year ended on March 31, 2004, as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges in India which, in terms of sub-clause VIII, is required to be annexed with the Directors' Report.

Yours faithfully,


Encl:

AB *AK*