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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

27<sup>th</sup> October, 2004

The Secretary  
National Stock Exchange  
of India Ltd.  
Exchange Plaza, 5<sup>th</sup> 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

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

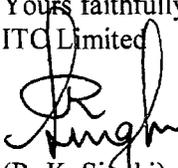
SUPPL

Dear Sirs,

**Secretarial Audit Report for the quarter ended 30<sup>th</sup> September, 2004**

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 26<sup>th</sup> October, 2004, for the quarter ended 30<sup>th</sup> September, 2004, from M/s. Vinod Kothari & Co., Practising Company Secretary, in the prescribed format.

Yours faithfully,  
ITC Limited

  
(R. K. Singhi)  
Deputy Secretary

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THOMSON  
FINANCIAL

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.

**SECRETARIAL AUDIT REPORT**

1.	For Quarter Ended	: 30 <sup>th</sup> September, 2004
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	: itcisc@vsnl.net
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.

		Number of shares	% of Total Issued Capital
10	Issued Capital (as on 30 <sup>th</sup> September, 2004)	24,79,24,902	100.00
11	Listed Capital (For all Exchanges mentioned in point no. 9)	24,79,24,902	100.00

12. Held in dematerialised form in CDSL	: 24,00,305
13. Held in dematerialised form in NSDL	: 15,08,32,728
14. Physical	: 9,46,91,869
15. Total No. of shares (12+13+14)	: 24,79,24,902
16. Reasons for difference if any, between (10 & 11), (10 & 15), (11 & 15)	: Not applicable

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	2,46,051*	Applied & Listed	Yes	Yes	Yes	Not applicable

\* Out of the above, 54,447 shares, which were allotted on 23<sup>rd</sup> September, 2004, were listed by the Stock Exchanges as follows :

<u>Name of the Stock Exchanges</u>	<u>Date of application for listing</u>	<u>Date of listing</u>
The Stock Exchange, Mumbai	27 <sup>th</sup> September, 2004	30 <sup>th</sup> September, 2004
National Stock Exchange of India Ltd.	27 <sup>th</sup> September, 2004	7 <sup>th</sup> October, 2004
The Calcutta Stock Exchange Association Ltd.	27 <sup>th</sup> September, 2004	12 <sup>th</sup> October, 2004

18. Register of Members is updated (Yes / No) : Yes
19. Reference of previous quarter with regards to excess dematerialised shares, if any : Not applicable
20. Has the company resolved the matter mentioned in point no. 19 above in current quarter? If not, Reason why? : Not applicable
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, 2281-3742 (Fax)  
ACS No. 4718  
COP No. 1391

24. Appointment of common agency for share registry work. If yes (name & address) : In-house Share registration unit - Registered with SEBI as Category II Share Transfer Agent.
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 Madras Stock Exchange Ltd.

Place : Kolkata  
Date : 26/10/2004

  
(Vinod Kumar Kothari)  
For Vinod Kothari & Co.

ACS No. 4718  
COP NO. 1321