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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

8<sup>th</sup> November, 2005

The Manager  
Listing Department  
National Stock Exchange  
of India Ltd.  
Exchange Plaza,  
Plot No. C-1, G Block  
Bandra-Kurla Complex,  
Bandra (East)  
Mumbai 400 051

The Dy. General Manager  
Corporate Relationship Dept.  
Bombay Stock Exchange Ltd.  
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,

**Communication to the Members under Section 302 of the Companies Act, 1956**

We enclose, in terms of the Listing Agreement, three advance copies of the communication dated 28<sup>th</sup> October, 2005 to the Members of the Company under Section 302 of the Companies Act, 1956.

Yours faithfully,  
ITC Limited

PROCESSED

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THOMSON  
FINANCIAL

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(B. B. Chatterjee)  
Executive Vice President &  
Company Secretary



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.



## TO THE MEMBERS OF THE COMPANY

### Disclosure under Section 302 of the Companies Act, 1956.

#### (A) Abstract of variation in the terms of remuneration of the Wholetime Directors of the Company

The Board of Directors of the Company ('the Board') at its meeting held on 28th October, 2005 approved on the recommendation of the Compensation Committee, subject to the approval of the Members, modification in the terms of remuneration of the Wholetime Directors of the Company which with effect from 1st October, 2005 will be as follows:-

Wholetime Director	Consolidated Salary per month	Period
Mr. Y. C. Deveshwar (Chairman)	Rs. 14,00,000/-	For the residual period of their respective terms of appointment.
Mr. S. S. H. Rehman	Rs. 6,75,000/-	
Mr. A. Singh	Rs. 6,75,000/-	
Mr. K. Vaidyanath	Rs. 5,50,000/-	For the residual period of his current term of appointment and also for the period of his re-appointment from 17th January, 2006, as approved by the Members at the Annual General Meeting held on 29th July, 2005.

All other existing terms of remuneration of the Wholetime Directors, including performance bonus and perquisites, as approved by the Members, remain unchanged.

The respective Wholetime Directors are interested individually insofar as the same relates to variation in their remuneration.

#### (B) Abstract of variation in the terms of re-appointment of Mr. S. S. H. Rehman as a Wholetime Director of the Company

The Board at the aforesaid meeting extended on the recommendation of the Nominations Committee, subject to the approval of the Members, the current term of Mr. S. S. H. Rehman by a further period of three years from 21st March, 2006 on the remuneration stated in (A) above. The current term of office of Mr. Rehman was due to expire on 20th March, 2006 in terms of the approval of the Members at the Annual General Meeting held on 30th July, 2004.

None of the Directors of the Company, other than Mr. Rehman, is interested in the aforesaid variation.

**(C) Abstract of variation in the terms of re-appointment of Mr. A. Singh as a Wholetime Director of the Company**

The Board at the aforesaid meeting extended on the recommendation of the Nominations Committee, subject to the approval of the Members, the current term of Mr. A. Singh by a further period of three years from 22nd March, 2007 on the remuneration stated in (A) above. The current term of office of Mr. Singh was due to expire on 21st March, 2007 in terms of the approval of the Members at the Annual General Meeting held on 25th July, 2003.

None of the Directors of the Company, other than Mr. Singh, is interested in the aforesaid variation.

Dated: 28th October, 2005.  
Registered Office:  
Virginia House  
37 Jawaharlal Nehru Road  
Kolkata 700 071  
India.

By Order of the Board  
ITC Limited  
B. B. Chatterjee  
Executive Vice President &  
Company Secretary