

82-3470

RECEIVED

2006 MAY -2 A 10:51

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE



INVESTOR SERVICE CENTRE  
ITC Limited  
37, J.L.Nehru Road, Kolkata 700 071  
Telephone: 91 33 22886428 / 0034  
Fax: 91 33 22882358  
e-mail : isc@itc.in

26th April, 2006

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

The Secretary  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

The Secretary  
The National Stock Exchange of  
India Limited  
Exchange Plaza, Bandra-Kurla  
Complex, Bandra (E)  
Mumbai - 400 051



SUPPL

Dear Sirs,

In terms of the Listing Agreement, please find enclosed a Certificate dated 26th April, 2006 for the half year ended 31st March, 2006 from M/s. Vinod Kothari & Co., practising Company Secretaries, relating to issuance/delivery of Share Certificates lodged with the Company for transfer, sub-division, consolidation, renewal etc.

Yours faithfully,  
ITC Limited

(ARUN BOSE)  
Assistant Secretary

Encl : As above.

PROCESSED

MAY 02 2006  
THOMSON  
FINANCIAL



**INVESTOR SERVICE CENTRE**  
**ITC Limited**  
37, J.L.Nehru Road, Kolkata 700 071  
Telephone: 91 33 22886426 / 0034  
Fax: 91 33 22882358  
e-mail : [isc@itc.in](mailto:isc@itc.in)

✓  
Securities Exchange Commission  
Division of Corporate Finance  
Office of International Corporate Finance  
Mail Shop 3-9  
450 Fifth Street  
Washington DC 20549  
U.S.A.

Society de la Bourse de Luxembourg  
11 Avenue de la Porte - Neuve  
L-2227 Luxembourg

NOO & 1st Copy

cc: Mr. Julian Hoffman - For submission to Luxembourg Stock Exchange.  
Banque Generale du  
Luxembourg S.A.  
50 Av. J.F. Kennedy  
L-2951 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)

Dated: 26 April 2006

To  
ITC Limited  
ITC Centre  
37, JL Nehru Road  
Kolkata – 700 071

**TO WHOMEVER IT MAY CONCERN**

I/We have examined all relevant Books, Registers, Forms, Documents and papers of **ITC LIMITED** for the purpose of issuing certificate under sub – clause (c) of Clause 47 of the Listing Agreement with Stock Exchange and hereby certify that the Company has despatched, during the half-year ended 31<sup>st</sup> March 2006:

- (a) All certificates of shares within one month from the date of lodgment of valid and complete transfer documents unless the Company has been precluded from doing so by an order of a competent authority or a notice issued by the transferor/investor.
- (b) All certificates of shares issued on sub-division, consolidation, renewal and exchange of certificates within one month from the date of lodgment of the same with the Company.



(Vinod Kumar Kothari)

VINOD KOTHARI & COMPANY

ACS No. - 4718

COP No. – 1391

Place: Kolkata  
Date : 26.04.2006

RECEIVED

2505 MAY -2 A 10: 02

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 2288 2259/2260/1256

26<sup>th</sup> April, 2006

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

Dear Sirs,

**Secretarial Audit Report for the quarter ended 31<sup>st</sup> March, 2006**

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 25<sup>th</sup> April, 2006, for the quarter ended 31<sup>st</sup> March, 2006, from M/s. Vinod Kothari & Co., Practising Company Secretary, in the prescribed format.

Yours faithfully,  
ITC Limited

A handwritten signature in black ink, appearing to read 'R. K. Singhi'.

(R. K. Singhi)  
Deputy Secretary

Encl. as above

**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

**SECRETARIAL AUDIT REPORT**

1.	For Quarter Ended	: 31 <sup>st</sup> March, 2006
2.	ISIN	: INE154A01025
3.	Face Value	: Re. 1/- 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:isc@itc.in">isc@itc.in</a>
9.	Names of the Stock Exchanges where the Company's securities are listed	a) National Stock Exchange of India Ltd. (NSE) b) Bombay Stock Exchange Ltd. (BSE) c) The Calcutta Stock Exchange Association Ltd. (CSE)

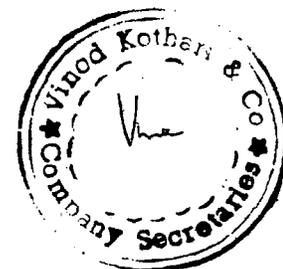
		Number of shares (Re. 1/- each)	% of Total Issued Capital
10	Issued Capital (as on 31 <sup>st</sup> March, 2006)	3,75,51,78,860	100.00
11	Listed Capital	3,75,33,79,900	99.95

12. Held in dematerialised form in CDSL : 2,75,06,363 shares.

13. Held in dematerialised form in NSDL : 2,36,18,00,857 shares.

14. Physical : 1,36,58,71,640 shares.

15. Total No. of shares (12+13+14) : 3,75,51,78,860 shares.



**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

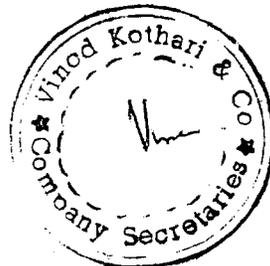
e-mail:vinod@vinodkothari.com

16. Reasons for difference if any, between : (i) 24,220 Ordinary Shares of Re. 1/- each (2,422 Ordinary Shares of Rs. 10/- each originally) issued and allotted in the physical form upon amalgamation of erstwhile ITC Hotels Limited and Ansal Hotels Limited with the Company have not been listed on NSE and BSE as these shares are subject matter of legal disputes, etc.
- (ii) 17,74,740 Bonus Shares of Re. 1/- each issued and allotted by the Company in the physical form have not been listed on NSE and BSE as these shares are either kept in abeyance or are subject matter of legal disputes, etc.

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 Ordinary Shares under the Company's Employee Stock Option Scheme	41,990 Ordinary Shares of Re. 1/- each	Applied	Yes	Yes	Yes	None

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)



**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

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

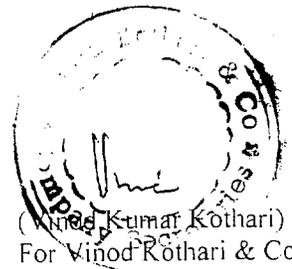
24. Appointment of common agency for share  
registry work. If yes (name & address)

: 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.)

: None.

Place : Kolkata  
Date : 25/4/2006



ACS No. 4718  
COP NO. 1391