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OFFICE OF ITC LIMITED
CORPORATE RELATIONSHIP



Registered Office
Virginia House
37, J. L. Nehru Road, Kolkata 700 071 India
Telephone : 91 33 22889371
Fax : 91 33 2288 2259/2260/1256

082-03470

29th January, 2007

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.
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



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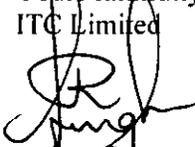
SUPPL

Dear Sirs,

Secretarial Audit Report for the quarter ended 31st December, 2006

In terms of the requirement under Circular No.D&CC/FITTC/CIR-16/2002 dated 31st December, 2002 of the Securities & Exchange Board of India, we enclose a copy of the Secretarial Audit Report dated 19th January, 2007, for the quarter ended 31st December, 2006, from M/s. Vinod Kothari & Co., Practising Company Secretary, in the prescribed format.

Yours faithfully,
ITC Limited


(R. K. Singhi)
Deputy Secretary

Encl. as above

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THOMSON
FINANCIAL



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 & COMPANY*Company Secretaries*

1012 Krishna, 224 A J C Bose Road

Kolkata - 700 017. India

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

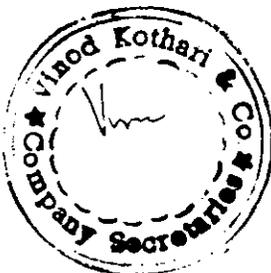
e-mail: vinod@vinodkothari.com**SECRETARIAL AUDIT REPORT**

| | | |
|----|--|--|
| 1. | For Quarter Ended | : 31 st December, 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 | : isc@itc.in |
| 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 | % of Total Issued Capital |
|-----|--|---|
| 10. | Issued Capital (as on 31 st December, 2006) | 376,01,65,920 100.00 |
| 11. | Listed Capital (Exchange-wise) (as per company records) | 3,75,85,94,665 (NSE)* 3,75,85,94,665 (BSE)* 3,76,01,65,920 (CSE)* 99.96 (NSE) 99.96 (BSE) 100.00 (CSE) |
| 12. | Held in dematerialised form in CDSL | 2,88,92,121 0.77 |
| 13. | Held in dematerialised form in NSDL | 2,37,69,67,359 63.21 |
| 14. | Physical | 1,35,43,06,440 36.02 |

* See note below point no. 17

15. Total No. of shares (12+13+14) : 3,76,01,65,920 shares.



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e-mail: vinod@vinodkothari.com

16. Reasons for difference if any, between (10 & 11), (11 & 15) : (i) 22,740 Ordinary Shares of Re. 1/- each (2,274 Ordinary Shares of Rs. 10/- each originally) issued and allotted in the physical form upon amalgamation of erstwhile ITC Hotels Limited with the Company have not been listed on NSE and BSE as these shares are subject matter of legal disputes, etc.

(ii) 15,48,515 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 (Specify Names) | Whether intimated to CDSL | Whether intimated to NSDL | In-principle approval pending from Stock Exchanges (Specify Names) |
|--|---------------|----------------------------------|---|---------------------------|---------------------------|--|
| Allotment of shares under the Company's Employee Stock Option Scheme | 28,17,390 | Applied | NSE* BSE* CSE* | Yes | Yes | None |

* Out of 28,17,390 shares, 8,93,290 shares, which were allotted on 20th December 2006, were listed by the Stock Exchanges subsequent to 31st December 2006.

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



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e-mail: vinod@vinodkothari.com

22. Name, Telephone & Fax No. of
Compliance officer of the Company

: Mr. Arun Bose*
2288-7043(D), 2288-6426/0034
2288-2358 (Fax)

* Compliance Officer for share registration and related activities under SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.

23. Name, Address, Tel. & Fax No., Regn No.
of the certifying CA/CS

: 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

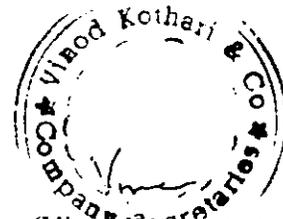
24. Appointment of common agency for share
registry work. If yes (name & address)

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

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

: None.

Place : Kolkata
Date : 19/01/2007



(Vinod Kumar Kothari)
For Vinod Kothari & Co.

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COP NO. 1391