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2008 APR 16 P 4:45

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

11<sup>th</sup> April, 2008



08001805

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

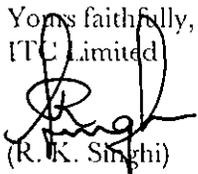
The Secretary  
The Calcutta Stock  
Exchange Association Ltd.  
7, Lyons Range  
Kolkata 700 001

**SUPPL**

Dear Sirs,

**Secretarial Audit Report for the quarter ended 31<sup>st</sup> March, 2008**

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 10<sup>th</sup> April, 2008, for the quarter ended 31<sup>st</sup> March, 2008, from M/s. Vinod Kothari & Co., Practising Company Secretary, in the prescribed format.

Yours faithfully,  
ITC Limited  
  
(R. K. Singh)  
Deputy Secretary

Encl. as above

**PROCESSED**

APR 18 2008

THOMSON  
FINANCIAL

*de 4/17*

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	: 31 <sup>st</sup> March, 2008
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	% of Total Issued Capital
10.	Issued Capital	376,86,10,050	100.00
11.	Listed Capital (Exchange-wise) (as per Company records)	376,71,08,395 (NSE)* 376,86,10,050 (BSE)* 376,86,10,050 (CSE)*	99.96 (NSE) 100.00 (BSE) 100.00 (CSE)
12.	Held in dematerialised form in CDSL	2,79,68,986	0.74
13.	Held in dematerialised form in NSDL	240,05,71,213	63.70
14.	Physical	134,00,69,851	35.56

\* See note below point 17.

15. Total No. of shares (12+13+14) 376,86,10,050 shares.



16. Reasons for difference if any, between : (i) 15,020 Ordinary Shares of Re. 1/- each (1,502 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 by NSE as these shares are subject matter of legal disputes, etc.

(ii) 14,86,635 Bonus Shares of Re. 1/- each issued and allotted by the Company in the physical form have not been listed by NSE 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	27,71,220	Applied	NSE** BSE** CSE**	Yes	Yes	None

\*\* Out of 27,71,220 shares, 13,30,360 shares, which were allotted on 24<sup>th</sup> March, 2008, were listed subsequent to 31<sup>st</sup> March, 2008.

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)

*\* 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 & Company  
Company Secretaries  
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 : 10/4/2008



(Vinod Kumar Kothari)  
For Vinod Kothari & Co.

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11th April, 2008

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

Dear Sirs,

In terms of the Listing Agreement, please find enclosed a Certificate dated 10th April, 2008 from M/s. Vinod Kothari & Co., practising Company Secretaries, in respect of issuance/delivery of Share Certificates lodged with the Company for transfer, sub-division, consolidation, renewal etc. during the half year ended 31st March, 2008.

Yours faithfully,  
**ITC Limited**

  
(Arun Bose)  
Assistant Secretary

Encl : As above.



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37 J. L. Nehru Road, Kolkata 700 071 India  
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✓ 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.

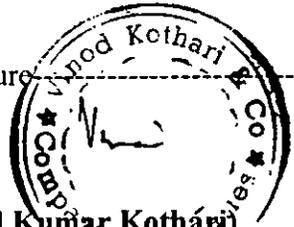
Society de la Bourse de Luxembourg  
11 Avenue de la Porte - Neuve  
L-2227 Luxembourg

**TO WHOMSOEVER IT MAY CONCERN**

I/We have examined all relevant Books, Registers, Forms, Documents and papers of **ITC Limited** for the purpose of issuing this certificate under sub-clause (c) of clause 47 of the Listing Agreement with the Stock Exchanges and hereby certify that the Company has dispatched, during the half year ended 31<sup>st</sup> March, 2008:

- (a) All certificates of shares within one month from the date of lodgement 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 lodgement of the same with the Company.

Place: Kolkata  
Date: 10/04/2008

Signature \_\_\_\_\_  
  
(Vinod Kumar Kothari)  
**Vinod Kothari & Company**  
Company Secretaries

ACS NO.4718  
COP NO.1391

**END**