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OFFICE OF INTL. RELATIONS
CALCUTTA



ITC Limited

Registered Office

Virginia House

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

Telephone : 91 33 22889371

Fax : 91 33 2288 2259/2260/1256

02-03470

11th July, 2008

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



08003808

SUPPL

Dear Sirs,

Shareholding Pattern as on Quarter ended 30th June, 2008

We enclose the Company's Shareholding Pattern as on quarter ended 30th June, 2008 in the prescribed format, in terms of the requirement of Clause 35 of the Listing Agreement.

The said Shareholding Pattern is also being posted on the Corporate Filing and Dissemination System (CFDS) in terms of Clause 52 of the Listing Agreement.

Yours faithfully,
ITC Limited


(R. K. Singh)
Deputy Secretary

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THOMSON REUTERS

Encl. as above


7/16

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.

(4)(a) Statement showing Shareholding Pattern

Name of the Company : ITC Limited	
Scrip Code : NSE Code - ITC BSE Code - 500875 CSE Code - 10000018	Quarter ended : 30th June, 2008

Category Code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of shares	
					As a percentage of (A+B)	As a percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group					
(1)	Indian					
(a)	Individuals / Hindu Undivided Family	0	0	0	0.00	0.00
(b)	Central Government / State Government(s)	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00
(e)	Any other (specify)	0	0	0	0.00	0.00
	Sub-Total (A)(1)	0	0	0	0.00	0.00
(2)	Foreign					
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0.00
(d)	Any Other (specify)	0	0	0	0.00	0.00
	Sub-Total (A)(2)	0	0	0	0.00	0.00
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	0	0	0	0.00	0.00
(B)	Public shareholding					
(1)	Institutions					
(a)	Mutual Funds / UTI	223	559890727	559617157	14.96	14.85
(b)	Financial Institutions / Banks	156	4079368	3674713	0.11	0.11
(c)	Central Government / State Government(s)	1	700840	700840	0.02	0.02
(d)	Venture Capital Funds	0	0	0	0.00	0.00
(e)	Insurance Companies	22	876563998	871184443	23.42	23.26
(f)	Foreign Institutional Investors	488	506847362	506641337	13.54	13.45
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00
(h)	Any Other (specify)	0	0	0	0.00	0.00
	Sub-Total (B)(1)	890	1948082295	1941818490	52.05	51.69



Category Code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of shares	
					As a percentage of (A+B)	As a percentage of (A+B+C)
(2)	Non-Institutions					
(a)	Bodies Corporate	3520	100807111	99727921	2.69	2.67
(b)	Individuals -					
	(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh.	366046	418235991	309457200	11.17	11.10
	(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	181	42035997	34873437	1.12	1.12
(c)	Any Other :					
	(i) NRIs	5699	22295157	14394112	0.60	0.59
	(ii) Foreign Companies	6	1206687989	149939	32.24	32.02
	(iii) Foreign Nationals	5	230960	8840	0.01	0.01
	(iv) Trust	50	1517436	1517436	0.04	0.04
	(v) Clearing Members	265	3059864	3059864	0.08	0.08
	(vi) Clearing House	1	11217	11217	0.00	0.00
	Sub-Total (B)(2)	375773	1794881722	463199966	47.95	47.63
	Total Public Shareholding (B) = (B)(1) + (B)(2)	376663	3742964017	2405018456	100.00	99.32
	TOTAL (A) + (B)	376663	3742964017	2405018456	100.00	99.32
(C)	Shares held by Custodians and against which Depository Receipts have been issued	2	25646033	25626533	-	0.68
	GRAND TOTAL (A) + (B) + (C)	376665	3768610050	2430644989	-	100.00



(1)(b) Statement showing Shareholding of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Number of shares	Shares as a percentage of total number of shares {i.e, Grand Total (A) + (B) + (C) indicated in Statement at para (1)(a) above}
	-	Nil	Nil
	Total	Nil	Nil

(1)(c) Statement showing Shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares	Shares as a percentage of total number of shares {i.e, Grand Total (A) + (B) + (C) indicated in Statement at para (1)(a) above}
1	Tobacco Manufacturers (India) Limited	992782440	26.34
2	Life Insurance Corporation of India (see Note 2)	540683083	14.35
3	Unit Trust of India (see Note 2)	448629421	11.90
4	Myddleton Investment Co. Ltd	162103980	4.30
5	The New India Assurance Company Limited	89056835	2.36
6	General Insurance Corporation of India	75027397	1.99
7	The Oriental Insurance Company Limited	73185780	1.94
8	National Insurance Company Limited	66661110	1.77
9	Europacific Growth Fund	52270000	1.39
10	Rothmans International Enterprises Limited	51651630	1.37
	Total	2552051676	67.71

(1)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Category of Shareholders (Promoters / Public)	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e, Grand Total (A) + (B) + (C) indicated in Statement at para (1)(a) above}
	-	Nil	Nil	Nil
	Total	Nil	Nil	Nil



(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A) + (B) + (C) indicated in statement at para (I)(a) above}
1	GDRs	25646033	25646033	0.68
	Total	25646033	25646033	0.68

(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A) + (B) + (C) indicated in statement at para (I)(a) above}
1	Not available (see Note 3)	-	-	-
	Total			

Notes:

- 1 The 'number of shareholders' is based on DP ID & CL ID Nos. (in respect of shares held in dematerialised form) and Account Nos. (in respect of shares held in physical form).
- 2 The number of shares held by Life Insurance Corporation of India and Unit Trust of India as shown in the statement under 'Public and holding more than 1% of the total number of shares' excludes their respective Mutual Fund holdings.
- 3 The Company's Depository for the GDRs, Citibank N.A. New York, NY ADR Department, has advised that they are not privy to beneficial owner information and therefore cannot provide the individual holdings of GDR Holders.



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10th July, 2008

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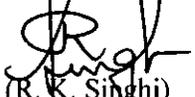
Dear Sirs,

**Corporate Governance requirements under Clause 49
of the Listing Agreement – Quarterly Compliance Report**

We enclose the Compliance Report in the prescribed format for the quarter ended 30th June, 2008, in respect of Corporate Governance requirements under Clause 49 of the Listing Agreement.

The above Report is also being posted on the Corporate Filing and Dissemination System (CFDS) in terms of Clause 52 of the Listing Agreement.

Yours faithfully,
ITC Limited


(R. K. Singhi)
Deputy Secretary

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
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L-2227 Luxembourg.

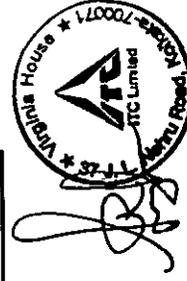
ITC Limited
Corporate Governance - for the Quarter ended 30th June, 2008

Particulars	Clause of Listing agreement	Compliance status (Yes/No/NA)	Remarks
I. Board of Directors			
(A) Composition of Board	49 (I)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IA)	Yes	
(C) Other provisions as to Board and Committees	49 (IB)	Yes	
(D) Code of Conduct	49 (IC)	Yes	
	49 (ID)	Yes	
II. Audit Committee			
(A) Qualified & Independent Audit Committee	49 (II)	Yes	
(B) Meeting of Audit Committee	49 (IIA)	Yes	
(C) Powers of Audit Committee	49 (IIB)	Yes	
(D) Role of Audit Committee	49 (IIC)	Yes	
(E) Review of Information by Audit Committee	49 (IID)	Yes	
	49 (IIE)	Yes	
III. Subsidiary Companies			
	49 (III)	NA	The Company does not have any material non-listed Indian subsidiary.
IV. Disclosures			
(A) Basis of related party transactions	49 (IV)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV A)	Yes	
	49 (IV B)	NA	Deviations, if any, will be reported in the Corporate Governance Report forming part of the Annual Report.
(C) Board Disclosures	49 (IV C)	Yes	



ITC Limited
Corporate Governance - for the Quarter ended 30th June, 2008

Particulars	Clause of Listing agreement	Compliance status (Yes/No/NA)	Remarks
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	NA	The Company has not made any public issue, rights issue, preferential issue in the recent past.
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosures, as necessary, are being made in the Corporate Governance Report forming part of the Annual Report.
(F) Management	49 (IV F)	Yes	49 (IV F)(i) : Management Discussion & Analysis forms part of the respective years' Directors' Report. 49 (IV F)(ii) : Material financial and commercial transactions as covered under this sub-clause, if any, will be disclosed to the Board. Senior management is also required to provide a nil disclosure to the Board, even if there are no such transactions.
(G) Shareholders	49 (IV G)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	



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10th July, 2008

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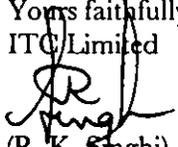
The Secretary
The Calcutta Stock
Exchange Association Ltd.
7, Lyons Range
Kolkata 700 001

SUPPL

Dear Sirs,

Secretarial Audit Report for the quarter ended 30th June, 2008

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 10th July, 2008, for the quarter ended 30th June, 2008, 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

SECRETARIAL AUDIT REPORT

1.	For Quarter Ended	: 30 th June, 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	: 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	376,86,10,050	100.00
11.	Listed Capital (Exchange-wise) (as per Company records)	376,71,19,290 (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	2,58,91,539	0.69
13.	Held in dematerialised form in NSDL	240,47,53,450	63.81
14.	Physical	133,79,65,061	35.50

15. Total No. of shares (12+13+14)

: 376.86,10,050 shares.



16. Reasons for difference if any, between : (i) 14,680 Ordinary Shares of Re. 1/- each (1,468 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.

(10 & 11), (11 & 15)

(ii) 14,76,080 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)
-	-	-	-	-	-	-

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

: Vinod Kumar Kothari
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 : 10/7/2008


Vinod Kumar Kothari
For Vinod Kothari & Co.
Company Secretary
ACS No. 4718
COP NO. 1391

END